

**BYLAWS
of the
COLUMBIA RIVER THEATRE ORGAN SOCIETY**

ARTICLE I

NAME

The name of the organization shall be Columbia River Theatre Organ Society (hereafter "the Society").

ARTICLE II

PURPOSE, ORGANIZATION, USE OF NAME

SECTION 1. PURPOSE. The Society is a nonprofit public benefit corporation formed under the Washington Nonprofit Corporation Law. It is for public and charitable purposes, and not for the private gain of any person. The public purposes shall include:

- a. The preservation and enhancement of the theatre organ;
- b. To further public appreciation of the theatre organ and its music with educational programs and concerts; and
- c. To encourage talented musicians to preserve the art of theatre organ playing, through competitions and awards;
- d. To encourage skilled organ builders and technicians to preserve the art of theatre pipe organ building through educational seminars, writing books and articles, and on-the-job training of aspiring pipe organ builders and technicians.

SECTION 2. ORGANIZATION. The Society has been formed for the purposes set forth in Section 1 above. It is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of the Articles of Incorporation or of these Bylaws, the Society shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the activities of the Society shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Society participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

SECTION 3. USE OF ORGANIZATION NAME. The Society shall guard against the use of its name, insignia, or any other emblem by unauthorized persons. The Board of Directors (Board) may grant permission for the use of the Society name, insignia, or emblem whenever a benefit accrues to the Society and its objectives are promoted.

ARTICLE III

MEMBERSHIP

SECTION 1. CLASSES AND BENEFITS OF MEMBERSHIP. There shall be three classes of membership; Regular, Associate, and Honorary. All members must be of good character, and dedicated to the purposes set forth in ARTICLE II, SECTION 1.

- (a) Regular members must be members of the American Theatre Organ Society (ATOS). Regular members enjoy all of the rights and privileges of membership. A Regular membership may be a family membership (two adults and dependent children living at the same address). A family membership is entitled to one vote and one copy of each regularly issued membership publication, and only one individual in a family membership may hold office at any one time. Regular members whose ATOS memberships have lapsed will be converted automatically to Associate memberships.
- (b) Associate members are not members of ATOS, but still enjoy all of the rights and privileges of membership with the exception of voting rights. An Associate membership may be a family membership (two adults and dependent children living at the same address.) A family membership

is entitles to one copy of each regularly issued membership publication. Any Associate member may convert his or her membership to a Regular membership by joining ATOS and maintaining paid-up membership.

- (c) An Honorary member shall be a Regular or Associate member who has rendered outstanding service to the Organization over an extended period of time, and who has been selected for such recognition by the Board of Directors. The Board may select one Honorary member each year, and such Honorary member shall enjoy all the rights and privileges of a Regular or Associate member for life without the payment of dues.

SECTION 2. ADMISSION. Any person meeting the qualifications set forth in SECTION 1 may apply to become a Regular or Associate member. Membership shall be without regard to race, sex, religion, national origin, or sexual orientation. Applications for membership shall be approved, or denied, by the Board of Directors with responsibility for such decisions.

SECTION 3. FEES, DUES AND ASSESSMENTS. The Board of directors may set such fees, dues and assessments for membership, and levels of membership, in the Society as the Board, in its discretion, determines. Upon learning of such fees, dues and assessments, a member may avoid liability for them by promptly resigning from membership, except where the member is, by contract or otherwise, liable for them. This provision authorizing such fees, dues or assessments does not, of itself, create liability. Dues are payable on or before January 1 of each year and are for that calendar year. Unpaid dues become delinquent March 1, at which time delinquent members will be dropped from membership. New members approved through June 30 shall pay dues for a full year, those approved on or after July 1 shall pay fifty percent of the annual dues.

SECTION 4. TERMINATION OF MEMBERSHIP. Any membership may be terminated for cause by decision of the Board of Directors. Written notice of termination, stating the effective date and the reason(s) for the action, shall be sent immediately to the member by first class, certified, or registered mail. The effective date of termination shall be at least 15 days after the mailing of the notice. The member being terminated shall have the right of appeal to the Board not less than five days before the effective date of termination. Such appeal may be made orally or in writing; if oral, the Board shall notify the member in a timely manner of the date, time and place of the hearing. The decision of the Board following an appeal shall be final. Any action challenging a termination of membership must be commenced within one year after the date of termination. Any person whose membership has been terminated by Board action shall be entitled to a pro rata refund of dues paid.

Any member may resign from the Society by submitting to the Secretary a written statement of resignation, specifying a future date on which the resignation is to become effective. A member resigning from the Society shall not be entitled to any pro rata refund of dues, fees, or assessments.

SECTION 5. TRANSFER OF MEMBERSHIP. No member may transfer his or her membership. Upon the death of a member who is part of a family membership, the rights and privileges of the membership may continue to reside with the surviving eligible family members, if they so elect. If they do not so elect, a pro rata refund of dues paid may be made if requested.

SECTION 6. PROPERTY RIGHTS. No member shall have any right or interest in any property or assets of the Society.

SECTION 7. LIABILITY. No members shall be personally liable for the debts, liabilities or obligations of the Society.

ARTICLE IV MEETINGS OF MEMBERS

SECTION 1. ANNUAL BUSINESS MEETING. There shall be two business meetings per year, held in March and September. The Board shall determine the location, date and time of the meeting.

SECTION 2. SPECIAL BUSINESS MEETING. A special business meeting may be called at any time by the Board or the President. A special business meeting shall be called by the President upon written request signed by five (5) or more Regular members, stating the general nature of the business proposed to be transacted. Such meeting shall be held not less than ten (10) nor more than sixty (60) days after receipt of the request. Notice of such meeting shall be given within twenty (20) days after receipt of the request. The time and place of any special business meeting shall be designated by the Board.

SECTION 3. MONTHLY MEETINGS. Normally an educational/musical meeting shall be held monthly at a time and place designated by the President or the Program Chairman. The monthly meeting may be

combined with the annual business meetings for the months of March and September. At any monthly meeting business may be conducted, provided proper notice was given in accordance with Section 4 of this article, and provided a quorum is present as specified in Section 5 of this article.

SECTION 4. NOTICE OF MEMBERS' MEETINGS. At least ten (10) days, but not more than ninety (90) days before the date of any business meeting a written notice of such meeting shall be sent to each Regular member, either by First Class mail, at his or her last address of record or, at the Member's option, by e-mail to an account specified by the member. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business in that case be transacted, or (ii) in the case of a regular business meeting the general nature of those matters which the Board, at the time of giving the notice, intends to present for action by the members. Any proper matter may be presented by a member at the meeting for such action. Publishing of the required information in the Society's publication shall constitute acceptable written notice, provided such publication is distributed as specified in this Section.

SECTION 5. QUORUM.

(a) Number required. At any business meeting Ten Percent (10%) of the Regular members constitute a quorum for the transaction of business.

(b) Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 6. ADJOURNED MEETING. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned to another time or place by the vote of the majority of the Regular members present at the meeting. Notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than forty-five (45) days, or if after the adjournment a new date is fixed for the adjourned meeting, notice shall be sent to each Regular member as provided in Section 4 of this Article.

SECTION 7. VOTING. Each Regular member is entitled to one (1) vote on matters requiring membership approval. Voting may be by voice or ballot, unless specified otherwise in these bylaws. Proxy voting shall not be permitted. If a quorum is present, the affirmative vote of the majority of the Regular members present at the meeting shall be the act of the members, unless the vote of a greater number is required by Washington Nonprofit Corporation Law.

SECTION 8. PUBLICATION OF MINUTES. A synopsis of actions taken at any regular or special business meeting shall be published in the next issue of the Society's publication. Complete copies of the minutes of any regular or special business meeting shall be available to any member upon request to the Secretary.

SECTION 9. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS.

(a) Written waiver or consent. The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting each person entitled to vote, but who was not present signs a written waiver of notice or consent to a holding of the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the Society records or made a part of the minutes of the meeting.

(b) Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting if that objection is expressly made at the meeting.

SECTION 10. ACTION WITHOUT MEETING. Any action which may be taken at any annual or special meeting of members may be taken without a meeting if written ballots are distributed to every Regular member. Such ballots shall set forth the proposed action and provide for indicating approval or disapproval of the action, and shall specify a reasonable time within which to return the ballot in order for it to be counted. Approval by written ballot shall be valid only when the number of votes cast within the time period specified is at least equal to the quorum applicable to a meeting of members, and the number of approvals is at least a majority of such quorum. All such written ballots shall be maintained in the Society's records.

**ARTICLE V
DIRECTORS**

SECTION 1. NUMBER AND QUALIFICATION. The Board of Directors shall consist of nine (9) Regular members at least eighteen (18) years of age.

SECTION 2. ELECTION AND TERM OF OFFICE. Three (3) Directors shall be elected every year at the March business meeting. The term of office for each Director shall be three (3) calendar years, but each Director shall serve until a successor has been elected and qualified. No Director may serve more than one (1) three-year term without an intervening period of at least one (1) year.

SECTION 3. NOMINATING COMMITTEE AND ELECTION PROCEDURES. The Board of Directors shall appoint a Nominating Committee consisting of at least three (3) Regular members, none of whom shall be Directors or Officers. The committee will select for nomination to the office of Director a number of Regular members equal to the number of positions to be filled, first having received approval from the nominees and their agreement to serve if elected. Nominations of candidates for the office of Director may be made by Regular members of the Society by writing to the Nominating committee. Nominations shall be closed February 10. The nominating committee chairperson shall submit the names of all nominees to the President and to the Secretary. If after the close of nominations the number of people nominated for the Board is not more than the number of directors to be elected, the Board may, without further action, declare that those nominated and qualified to be elected have been elected. If there are a greater number of nominees than positions to be filled the Secretary will prepare ballots listing the names of all nominees. The Secretary shall send by First Class mail a ballot, together with any necessary instructions and two (2) ballot envelopes, to each Regular member at his or her last address of record. No ballots shall be distributed in any other manner. One envelope shall be blank and the voted ballot shall be sealed in it: the other envelope shall be pre-addressed to the Secretary, with a line provided for the voter's signature. The blank envelope containing the ballot shall be sealed within the signed pre-addressed envelope. Voted ballots may be returned to the Secretary by mail or in person, and must be received by the Secretary prior to the call to order for the March business meeting. At this meeting the President will appoint two (2) Regular members as tellers, neither of whom is a nominee. The tellers and the Secretary will count the ballots, after first verifying the signature on each ballot envelope as that of a Regular member entitled to vote. The Secretary will announce the results of election prior to the adjournment of the business meeting. The number of candidates equal to the number of positions to be filled, receiving the highest number of votes shall be declared elected. The results of the election shall be published in the next issue of the Society publication. The Secretary shall retain all voted ballots for ninety (90) days following the election, after which they may be destroyed unless a question has arisen concerning the election, in which case voted ballots must be retained for ninety (90) days following settlement of any dispute. In the event that the Secretary is a Director who is a candidate for re-election, the President shall appoint a Director who is not a nominee as a teller in place of the Secretary.

SECTION 4. REMOVAL OF DIRECTORS. Except when a Director becomes ineligible to serve (such as if his or her membership status changes from Regular to Associate, or he or she fails to pay chapter dues prior to March 1), to remove a director from office before the expiration of his or her term, a petition requesting a recall election, signed by ten (10) or more Regular members, must be presented to the Board. The petition must state the reason(s) for requesting the recall election. The Board will verify the petition and, if valid, call a special election within thirty (30) days following receipt of the petition by the Board. The preparation and distribution of ballots, the handling of the special election, and the retention of ballots, shall be done in the same manner as for an election of Directors, except that the ballot shall provide space to vote to "Remove" or to "Retain" the Director, and the voted ballots shall be returned to the Board not later than thirty (30) days following the date mailed by the Board. The results of the election shall be published in the next issue of the Society publication. In the event that the Secretary is the Director facing possible recall the President shall appoint another Director to act in the place of the Secretary during the special election process. A majority of the Regular members must vote in favor of removal in order for the Director to be removed from office.

If a director becomes ineligible to serve, removal will be automatic on the date the ineligibility becomes known to the Board, and the vacancy will be filled as provided in Section 5, below. No action by membership is required.

In the event a director is removed because of ineligibility and the vacancy filled, curing the reason for ineligibility will not reinstate the director to office. He or she will be bound by the same waiting period as if he or she had completed a full term on the board.

SECTION 5. VACANCY. A vacancy in the Board of Directors caused by the death, resignation, disability or removal of a Director shall be filled for the duration of the unexpired term, provided such unexpired term is greater than six (6) months, by a majority vote of the remaining Directors on candidates recommended by the nominating committee. Preference shall be given those who were candidates in the most recent duly held election, in order of votes received. If the unexpired term is less than six (6) months, the position shall remain vacant until the next regular election.

SECTION 6. MEETINGS. The Board of Directors shall hold an organizational meeting in April for the purpose of electing officers and transacting any other business as may properly come before it. At this meeting the President during the previous year shall preside until a new President is chosen. The Board shall hold a meeting at least every two (2) months. Additional meetings may be called at any time by the President, and shall be called when requested by at least two (2) Directors. The time and place for Board meetings shall be determined by the President with the approval of the Board. Directors shall be notified of the time and place either verbally at least forty-eight (48) hours in advance, or by First Class mail at least five (5) days in advance, of any regular or special meeting. Should an emergency situation occur where time is of the essence, the Board may conduct its business by conference telephone, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting. Actions taken at such a meeting shall be in accord with the desire of a least three (3) Directors. A full report of all actions taken at such telephone meeting shall be made at the next regular or special Board meeting, confirmed by the Board, and entered into Board minutes. Any action required or permitted to be taken by the Board may be taken without a meeting if all the Directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the Board. A synopsis of actions taken at any Board meeting shall be published in the next issue of the Society publication. Complete copies of the minutes of any Board meeting shall be available to any member upon request to the Secretary.

SECTION 7. QUORUM. Five (5) Directors shall constitute a quorum for the transaction of any business before the Board.

SECTION 8. WAIVER OF NOTICE. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though transacted at a meeting held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting. All waivers, consents, or approvals shall be filed with the Society records and made a part of the minutes of the meeting.

SECTION 9. ADJOURNMENT. A majority of the Directors present whether or not a quorum is present, may adjourn any meeting to another time or place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 10. POWERS OF THE BOARD. Subject to the limitations of the Articles of Incorporation and of the Washington Nonprofit Corporation Law on actions to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business affairs of the Organization shall be controlled by, the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, the Board shall have the following powers:

- (a) To appoint and remove all officers, and to prescribe powers and duties for officers.
- (b) To conduct, manage, and control the affairs and business of the Society, and to make any necessary rules and regulations.
- (c) To adopt, make and use a corporate seal that shall comply with any applicable legal statutes and these Bylaws. The Board may from time to time alter the form of the seal.
- (d) To manage in a responsible manner Society assets of whatever nature.

SECTION 11. ATTENDANCE REQUIREMENT. A director may miss no more than two (2) consecutive Board meetings, nor more than a total of four (4) Board meetings per year without a hardship excuse, i.e. death in family, serious illness, etc., when duly called. Failure to meet these minimum attendance requirements shall be regarded as a resignation from the Board by that Director, who shall be replaced according to Section 5 of Article V. Board members shall be required to attend the annual business meetings.

ARTICLE VI OFFICERS

SECTION 1. OFFICERS. The officers of the Society shall be a President, a Vice President, a Secretary/Treasurer, or a Secretary and Treasurer, at the discretion of the Board. No Director may concurrently hold more than one (1) elective office.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers shall be chosen by the Board of Directors at its annual organizational meeting from among its members. Each officer shall hold office for a term of twelve

(12) consecutive months, and thereafter until a successor has been elected, and may, if eligible, be re-elected to that office.

SECTION 3. REMOVAL AND RESIGNATION. The Board may remove an officer for just cause. Vacancies resulting from death, resignation, disability, or removal shall be filled by Board appointment from members of the Board.

SECTION 4. PRESIDENT. The President shall be the executive officer of the Society and, subject to the approval of the Board, shall have general supervision, direction, and control of the affairs of the Society. The President shall preside at all Board meetings, as well as at all business meetings, shall appoint all committees, except the Nominating committee, subject to Board approval, and shall be an ex-officio member of all committees, except the Nominating committee. The President shall co-sign with the Secretary/Treasurer, or the Treasurer, all checks for the disbursement of Society funds. The President may vote only in the case of a tie at meetings where any action is to be taken.

SECTION 5. VICE PRESIDENT. The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

SECTION 6. SECRETARY. The Secretary shall keep a book of minutes of all actions taken by the Board at any regular or special meeting, and of all business meetings, and shall have custody of the original copies of the Articles of Incorporation and the Bylaws, as well as of any other Society documents. The Secretary shall maintain a current membership roster listing the name, address, and telephone number if available, of each Regular member. The Secretary shall perform such other duties as may be designated by the Board.

SECTION 7. TREASURER. The Treasurer shall be the chief financial officer of the Society and shall have general charge of the financial records and accounts. The Treasurer shall keep and maintain adequate and correct books of account, in accordance with standard bookkeeping practice, showing the receipts and disbursements of the Society and an account of its cash and other financial assets. The Treasurer shall deposit all funds of the Society in such depositories as are designated by the Board, and shall disburse funds upon receiving Board authorization. The Treasurer shall co-sign with the President all checks for the disbursement of Society funds. The Treasurer shall render to the President, or to the Board, on request a report on the current status of any special fund established for a designated purpose. The Treasurer shall submit to the Board, within sixty (60) days after the close of the fiscal year, an annual financial report including any special funds which may have been established. This report shall contain in appropriate detail a balance sheet as of the end of the fiscal year, an income statement, and a statement of the changes in financial position for the fiscal year. At this time all financial records and accounts, and this report shall be examined by an audit committee, appointed by the President, with Board approval, which shall submit its findings to the Board in writing. The annual financial report, along with the report of the audit committee, shall be presented to the membership through the Society publication, and at the next regular or special business meeting. The fiscal year shall begin January 1 and end December 31.

ARTICLE VII MISCELLANEOUS

SECTION 1. REMUNERATION AND REIMBURSEMENT.

- (a) No Officer or Director, or any other member, shall receive any remuneration, whether in money or in kind, for services rendered to the Society, except as provided in paragraph (b), below. Any member may receive reimbursement for reasonable expenses incurred for the benefit of the Society, provided such expenditures are a normal part of that person's assigned responsibilities or have been authorized by an Officer or Director, and provided an invoice, receipt, or other evidence of the expenditure is presented to the Treasurer. It is not intended that members be reimbursed for routine automobile and telephone expenses.
- (b) This section shall not prohibit:
 1. The contracting of an artist who is also a member of CRTOS for a performance, workshop, or other appearance, provided that the fees paid to the artist are reasonable and competitive, and do not exceed the fees normally charged by that artist for the same services provided to other groups.
 - i) Any artist / member so contracted shall provide a billing statement to the Society that breaks out professional fees separately from reimbursable expenses.
 2. Contracting or hiring a business in which a CRTOS member has a financial interest, or would otherwise benefit individually from such a relationship, to perform services of any nature that would not normally be performed by "in-house" personnel (e.g., volunteers), provided that the costs for such services are competitive.

SECTION 2. PETITION FOR REFERENDUM. Upon petition in writing stating reasons and signed by twenty-five percent (25%) or more of the Regular members, any action taken by the Board shall be submitted to a referendum. Voting shall be by ballot to approve or disapprove such action. If a majority of the votes cast are for disapproval the action shall be void. Voted ballots shall be returned to the Secretary, who will verify the eligibility of each voter and oversee counting of the returned ballots. Appropriate voting instructions, including procedure for returning voted ballots, shall accompany each ballot, which shall be sent by First Class mail to each Regular member. A Petition for Referendum must be received by the Board not later than forty-five (45) days following the Board meeting at which the action in question was taken. The referendum, if held, shall be completed within seventy-five (75) days following receipt of petition by the Board.

SECTION 3. EXECUTION OF DOCUMENTS. The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute any instrument in the name of the Society. Such authorization may be general or limited. Unless authorized by the Board, no Officer, agent, or other person shall have the power or authority to commit the Society to any contract or engagement of any sort, to pledge its credit, use its name for commercial purposes, or to render it liable for any action or purpose.

SECTION 4. INSPECTION OF RECORDS. All Society records and documents, including but not limited to Articles of Incorporation, Bylaws, minutes of all business meetings and Board meetings, and financial records, shall be available for inspection by members within thirty (30) days upon application to the Secretary. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. The Secretary shall publish and mail to every Regular member a copy of the certified Bylaws and of any amendments thereto, and shall furnish such documents to each new member upon his or her acceptance into the Society.

SECTION 5. PARLIAMENTARY AUTHORITY. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall guide Chapter and Board meetings when applicable, provided they do not conflict with these Bylaws or with any special rules of order the Society may adopt, or with provisions of the Washington Nonprofit Corporation Law.

ARTICLE VIII

AMENDMENT OF BYLAWS

New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the members of the Board of Directors then in office, except that Bylaws affecting the following may be adopted, amended or repealed only by the affirmative vote of a majority of the members of Columbia River Theatre Organ Society:

- a. A bylaw specifying or changing the number of Directors;
- b. A Bylaw increasing the term of office of Directors;
- c. A Bylaw increasing the quorum of members;
- d. A Bylaw repealing, restricting, creating or expanding proxy rights; or
- e. A Bylaw, previously adopted by the members, which by its express terms states that the board may not amend, repeal or readopt that Bylaw.

EFFECTIVE DATE

Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board or members of the Society in adopting them provide that they are to become effective at a later date.

ARTICLE IX

DISSOLUTION

(a) The property of the corporation is irrevocably dedicated to charitable and educational purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any private individual.

(b) Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.