

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Henry for Music, Inc.
a Domestic Nonprofit Corporation

has amended and filed duly restated articles on 11/13/2020 in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **12/04/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**ARTICLES OF RESTATEMENT
TO THE
ARTICLES OF INCORPORATION
OF
HENRY FOR MUSIC, INC.**

Henry for Music, Inc., a corporation organized and existing under the laws of the State of Georgia, hereby certifies as follows:

1. The name of the corporation is Henry for Music, Inc. (the “**Corporation**”).
2. The street address and county of the initial registered office of the Corporation is 240 Brooks Drive, in the City of Stockbridge, County of Henry, and State of Georgia 30281, and the name of the initial registered agent of the Corporation at such address is Jerry Hesselink.
3. Pursuant to Section 14-3-1006 of the Georgia Nonprofit Corporation Code (the “**GNCC**”), these Articles of Restatement amend and restate the Articles of Incorporation of the Corporation filed on August 23, 2019 (the “**Articles of Restatement**”). These Articles of Restatement were duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Sections 14-3-1002 and 14-3-1006 of the GNCC on August 16, 2020. No approval of the members of the Corporation was required.
4. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HENRY FOR MUSIC, INC.**

I.

NAME. The name of the corporation (the “**Corporation**”) is Henry for Music., Inc.

II.

NONPROFIT CORPORATION. The Corporation is formed and organized pursuant to the Georgia Nonprofit Corporation Code and, except as may be provided herein, may engage in any and all activities that are lawful for a Georgia nonprofit corporation that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue law) (the “**Code**”).

III.

OFFICES. The street address and county of the initial registered office is 240 Brooks Drive, in the City of Stockbridge, County of Henry, and State of Georgia 30281, and the name of the initial registered agent of the Corporation at such address is Jerry Hesselink. The mailing address of the initial principal office of the Corporation is P.O. Box 27, Stockbridge, Georgia 30281.

IV.

INCORPORATORS. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jerry Hesselink	240 Brooks Drive Stockbridge, GA 30281

V.

MEMBERS. The Corporation shall not be a membership organization nor shall it have members.

VI.

BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by the Board of Directors. Directors shall be elected or appointed in the manner set forth in the Bylaws of the Corporation. The Board of Directors shall exercise all the powers of the Corporation.

VII.

PURPOSE. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Code Section 501(c)(3).

VIII.

PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private shareholders or individuals, or organizations organized and operated for profit, 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 Article VI hereof.

IX.

RESTRICTIONS ON POLITICAL AND OTHER ACTIVITIES. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. No activity of the Corporation shall consist of participating or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision in these Articles, the Corporation shall not carry on any activities not permitted to be carried on by, or which would invalidate its status as, an organization (a) which is exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3) and (b) contributions to which are deductible under Code Section 170(c)(2).

X.

LIMITATION ON LIABILITY. No director or former director of the Corporation shall be personally liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as a director, except liability: (a) for any appropriation, in violation of such director's duties, of any business opportunity of the Corporation; (b) for acts or omissions which involve intentional misconduct or a knowing violation of law; (c) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code (dealing with "conflicting interest transactions"); or (d) for any transaction from which the director received an improper personal benefit. The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by law, these Articles, and the Bylaws of the Corporation. Favorable statutory amendments to the Georgia Nonprofit Corporation Code broadening the organization's authority to exculpate are automatically adopted hereto.

XI.

DISSOLUTION. Upon the dissolution or final liquidation of the Corporation, the directors shall, after the Corporation pays or makes provisions for the payment of all of the known liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively either by direct distribution for the purposes of the Corporation (as set forth in Article VI), or by distribution to one or more organizations (a) which then qualify for exemption from federal income taxation under the provisions of Code Section 501(a) as an organization described in Code Section 501(c)(3), and (b) contributions to which are then deductible under Code Section 170(c)(2), as the directors shall determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located,

exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

XII.

AMENDMENT AND RESTATEMENT. Approval of these Amended and Restated Articles of Incorporation is permitted and in accordance with O.C.G.A. 14-3-1001, 14-3-1005 and 14-3-1006. Approval of these Amended and Restated Articles of Incorporation is required only by the Corporation's Board of Directors. The Corporation has no members. The Board of Directors currently consists of 6 directors (Jerry Hesselink, Glenn Collins, LaVerne Spruill, Michelle Sanders, Kevina Franklin, and Kim Cloutman), all of whom received a copy of the Articles of Restatement and the Amended and Restated Articles of Incorporation, and at a duly called regular meeting of the Corporation's Board of Directors on August 16, 2020, the Board of Directors by a unanimous vote, adopted, ratified and approved these Amended and Restated Articles of Incorporation of Henry for Music, Inc.

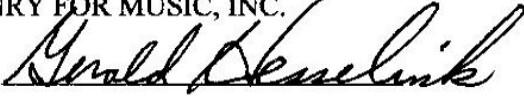
These Amended and Restated Articles of Incorporation hereby supersede the original Articles of Incorporation and all amendments thereto.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its duly authorized officer as of November 13, 2020.

HENRY FOR MUSIC, INC.

By:

A handwritten signature in black ink, appearing to read "Gerald Hesselink", written over a horizontal line.

Name: Gerald Hesselink

Title: CEO



Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

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Atlanta, Georgia 30334
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Electronically Filed
Secretary of State
Filing Date: 11/13/2020 11:48:23 AM

**TRANSMITTAL INFORMATION FORM
RESTATEMENT**

1. **Henry for Music, Inc.**

Entity Name

19114848

Entity Control No.

2. **Marie Kinch**

Name of Person Filing Restatement

**Kilpatrick Townsend & Stockton LLP , 1100
Peachtree Street, Suite 2800**

Atlanta

GA

32030

Address

City

State

Zip Code

3. Submitted with this filing is a filing fee of \$20.00 payable to "Secretary of State". Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Marie Kinch

Signature of Authorized Person

Constitution and By-Laws for Henry for Music, Inc.

Introduction

The following shall be known as the Constitution and Bylaws for **Henry for Music, Inc.**, being the rules of self-government for **Henry for Music, Inc.** These Bylaws are the set of rules by which **Henry for Music, Inc.** operates on a daily basis and settles disputes that may arise from time to time. These Constitution and Bylaws are binding on all those associated with **Henry for Music, Inc.** either now or in the future. These Constitution and Bylaws are consistent with Georgia State Law for Non-For-Profit Organizations and will be amended periodically to coincide with any changes of Federal and State laws as it pertains to Non-For-Profit Organizations.

Henry for Music, Inc., established in the **State of Georgia**, is formed a non-for-profit public benefit Organization and is not organized for the private gain of any person. It is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code or the equivalent section of any future federal tax codes, and the Nonprofit Public Benefit Corporation Law for charitable and religious purposes in the State of Georgia.

ARTICLE 1

Purpose

Henry for Music, Inc., 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 501C(3) of the Internal Revenue Code, or corresponding section of any future tax code.

The Purpose for which **Henry for Music, Inc.** is organized is to close the opportunity gap and marginalization in young people by providing the following services: Music Fundamentals, Music Theory, Instrument Instruction, Responsibilities Training, Leadership Training, Performance Training, Performance Opportunities, and Engaged Citizenship to low and middle income families, predominately students in Elementary Schools where instrument

Constitution and By-Laws for Henry for Music, Inc.

instruction is not a part of their curriculum and that would not otherwise be able to afford instrument or lessons.

Henry for Music, Inc. provides these services to impact the opportunity gap with the increased ability for students to participate in instrument programs such as band and orchestra, especially to students who normally would not have had prior musical training and instruction or access to an instrument before entering Middle or High School.

Henry for Music, Inc. provides platform opportunities by encouraging students to select musical pieces they would be excited to learn and perform – whether it's a song their instrument donor would love to hear on the instrument they donated or a favorite song the student decides to learn on their own. **Henry for Music** engages and encourages its students learning to read music, ear training, Diaphragmic breathing and performance techniques.

Henry for Music, Inc. fosters engaged citizenship. **Henry for Music** instrument recipients are given the opportunity to write hand written notes to the donors of their instrument and extends invitations for them to attend **Henry for Music, Inc.** concerts and performance to see the instruments they donated continue its God-given purpose – to be played.

Additionally, the Purpose for which **Henry for Music** is organized:

1. **Henry for Music** will advocate for, sponsor and encourage musical, cultural and art based educational activities within Henry County by developing youth-focused music programs and initiatives within the community through partnerships with Recreational Centers and Henry County Public Schools (elementary in particular) and Teaching Artists in effort to introduce music into and supplement their existing After-School Programs for student preparation to matriculate through school music curriculums, including Band and Orchestra.
2. **Henry for Music** brings the Youth and Instrument together, “transforming lives through the Gift of Music”, esteeming that all students should have access to music and that no student should be denied the joy of music and learning to play an instrument, if they so desire, no matter their station in life or just because they cannot purchase an instrument or acquire the ability to

Constitution and By-Laws for Henry for Music, Inc.

have lessons as needed.

3. **Henry for Music** provides relief for those students needing access to musical instruments and music education, especially students who might not otherwise be able to afford them.
4. **Henry for Music** will accept donations of used musical instruments, regardless of condition, and works with local instrument repair professionals to repair, refurbish and maintain donated instruments as necessary, also then coordinating with Henry County Schools and Community Centers to place the newly-restored instruments with Student Musicians.
5. **Henry for Music** will also accept funds that are gifted for the purpose of supporting any of its programs or initiatives, including but not limited to the purchasing of affordable, new and used instruments and/or consumable supplies, such as reeds and mouthpieces, etc., and/or to pay for needed instrument repairs or restoration.
6. **Henry for Music** will strive to ensure that instruments donated or gifted are used by Students in Performance Arenas (i.e., School Bands, School Orchestras, individual/group lessons, Community Centers, individual/group lessons, Community Concerts, County Events, etc.) – indoor and outdoor.
7. **Henry for Music** will place unusable or unserviceable instruments into inventory for service parts and/or and placed with Artists and non-for-profit Community Arts Organizations for the development of music-related cultural art.
8. **Henry for Music** will ensure Community Outreach through Mentorship, Community Service Projects and providing Public Notice for Community Attendance and participation at its event to serve as encouragement for young people in the Arts.

**Constitution and By-Laws
for
Henry for Music, Inc.**

ARTICLE 2

Non-Discrimination Policy

Henry for Music, including all of its entities, is nondiscriminatory towards its Applicants, Clients, or Students and does not discriminate on the basis of race, color, national or ethnic origin in administration of its Service, nor does it discriminate on the basis of race in the administration of its educational policies, admissions policies, intake processes, administrative and school-administered programs and accepts all of its Candidates/Recipients of any race, sex, sexual orientation, gender identity or gender expression, color, national or ethnic origin.

Henry for Music will:

- A. provide an equal opportunity to Applicants, Students, Staff, Administrators, Clients and Teaching Artists to participate in **Henry for Music** activities, programs and initiatives without discrimination on the basis of race, color, religion, sex, sexual orientation, gender identity or gender expression, age, or national origin; and
- B. be governed by a Board of Directors whose members are selected without regarding to race, color, religion, national origin, or sex, sexual orientation, gender identity or gender expression with reasonable representation on the Board of both males and females.

Privacy Rights

Henry for Music, Inc., complies with the Georgia Privacy Act as it pertains to the confidentiality and handling of private information for Adolescents, Youth, Individuals and Family.

Constitution and By-Laws for Henry for Music, Inc.

ARTICLE 3

Duration

Henry for Music, Inc. has perpetual duration and succession in its Corporate Name and will exist until such time that the Board of Trustees elects to decide on its existence.

ARTICLE 4

Powers

Henry for Music, Inc., has the power given by the Georgia State Business Corporation Law, to do all things necessary or practical to carry out its business and affairs including, without limitation, the power to sue, make contracts, deal in property of any kind, make investments, borrow or lend money, be a part of another non-for-profit entity or conduct its business in any way allowed by the laws of the State of Georgia.

Henry for Music, Inc., is not empowered to, nor directly or indirectly participating nor intends to participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office

ARTICLE 5

Meetings

Henry for Music, Inc., may hold any number of meetings to conduct its business. At a minimum, it will hold an annual meeting at which time the President will review with the Staff, the Operating results for **Henry for Music, Inc.** for the prior year, hold elections for Staff positions and conduct any other business that may be necessary at that time.

Unless decided otherwise, the place and time for the annual Trustee Meeting will be held at the offices of **Henry for Music, Inc.** on or before December 31, each year. The Secretary will give proper notice to all Board and Staff Members as may

Constitution and By-Laws for Henry for Music, Inc.

be required by law, however, that notice may be waived by an Officer or Staff Member by submitting a signed waiver **10 days** before the meeting or by their attendance at the Meeting.

Written or printed notice stating place, date and hour of any meeting of Members shall be delivered to each Member via email, social media, and/or website by The Board of Directors.

The Secretary, for the inclusion in the Corporate Records, must take Minutes.

Action Without Meetings

The President of **Henry for Music, Inc.** may approve actions without a formal meeting if all entitled to vote on a matter, consent to taking such action without a meeting. A majority is still required to pass actions without a meeting.

The Action must be :

- a. evidenced by a written consent describing the action taken,
- b. signed by the President of **Henry for Music, Inc.**
- c. indicating each signer's vote or abstention on the matter and
- d. must be delivered to the Corporate Secretary of **Henry for Music, Inc.** for inclusion within the Corporate Records.

Constitution and By-Laws for Henry for Music, Inc.

ARTICLE 6

Voting

From time to time it may be necessary for the President of **Henry for Music, Inc.** to vote on issues brought before a Meeting.

No voting may take place at a Meeting unless there is a quorum or in absence of any Officer, i.e. (President, Chairperson, Secretary or Treasurer).

A quorum of Trustees must be present at a Meeting before any President may vote. If a quorum is present at a Meeting, a majority may pass action on a matter if the number of votes favoring the action is cast.

For voting purposes, the President of **Henry for Music, Inc.** may cast one vote in person or by written proxy.

ARTICLE 7

Board of Trustees

The **Trustee Board** as a whole shall:

- Include the Officers and Committee Chairpersons
- Distribute workload to Committees
- Schedule and conduct elections and referenda when necessary
- Perform all such duties that may be required by the Board

Membership on the Board of Trustees shall be composed of representatives from the Business Sector, the Income Sector and the Private Sector with the Communities in the State of Georgia.

There will be no alternatives to any regular Board Member other than Elected Officials.

Constitution and By-Laws for Henry for Music, Inc.

1. General Powers

The affairs of **Henry for Music, Inc.** shall be assisted by the Board of Trustees whose Members shall have fiduciary obligations to the Corporation.

2. Number, Term and Qualifications

- a. The Board of Trustees for **Henry for Music, Inc.** shall have a minimum of at least three (3) Members and shall have no maximum number.
- b. The term of Board of Trustees Members shall be for a continuous one (1) year period, unless removed.
- c. All terms of the regular Board Membership shall be deemed to begin or end on the date of the annual Elections.
- d. Terms for all Members shall begin immediately upon being seated by the action of the Board.
- e. Those set forth in the original Articles of Incorporation shall comprise the original Board of Trustees.

3. Regular Meetings

A Regular Meeting of the Board of Trustees shall be held each year. The Board of Trustees may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of **Henry for Music, Inc.** in the absence of any designation in the Resolution.

4. Special Meetings

Special Meetings of the Board of Trustees may be called by or at the request

Constitution and By-Laws for Henry for Music, Inc.

of any two (2) Trustees and shall be held at the principal office of **Henry for Music, Inc.** or at such other place as the President and Trustees may determine.

5. Notice

Notice of the annual, regular and/or any special Meetings of the Board of Trustees shall be given by oral notice to each Director. The attendance of a Trustee at any meeting shall constitute a Waiver of Notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the Meeting is not lawfully called or convened. The business to be transacted at the Meeting need not be specified in the Notice or Waiver of Notice of such Meeting unless specifically required by law or by these Bylaws.

6. Quorum

- a. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but, if less than a majority of the Trustees are present, may adjourn the meeting from time to time without further notice.
- b. All decisions made by the Board of Trustees must be approved and signed by the President. No decision will be effective without the written and verbal counsel of the President.

7. Board Decisions

The act of a majority of the Trustees present at a Meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws.

Constitution and By-Laws for Henry for Music, Inc.

8. Vacancies, Additions, Elections and Removals

Any vacancy occurring in the Board of Trustees and any Directorship to be filled by reason or an increase in the number of Trustees shall be filled by a two-third (2/3) majority vote of the Board of Trustees.

9. Compensation

No Officer, Trustee or Member of **Henry for Music, Inc.** shall receive compensation or a salary for services rendered as an Officer or Board Member to or on behalf of **Henry for Music, Inc.** A Conflict of Interest Policy is included in these Constitution and By-laws and the Article of Incorporation outlining procedures for compensations.

ARTICLE 8

President

The President is the principal Executive Officer of **Henry for Music, Inc.** and in general, supervises and directs the daily business operations for **Henry for Music, Inc.**, subject to the direction of the Board of Trustees. The President is the proper Official to execute contracts and other documents that may be required on behalf of **Henry for Music, Inc.** and has the authority to appoint other Officers as it deems necessary for the productivity of **Henry for Music, Inc.**

All Corporate Powers will be exercised by, or under the authority of, and the business affairs of **Henry for Music, Inc.**, managed under the direction of its Board of Trustees.

The President for **Henry for Music, Inc.** is not liable to **Henry for Music, Inc.** for monetary damages for a breach of fiduciary duties unless the breach involves disloyalty to **Henry for Music, Inc.**, acts of omission, not in good faith, or self-dealing. The Board of Trustees may consist of one or more individuals who need to insure the following requirements prior to holding the position as President.

Constitution and By-Laws for Henry for Music, Inc.

Duties and Responsibilities – President

- a. Assist in the identification of Recipients of the instruments to be granted
- b. Assist in providing outreach assistance to qualifying Recipients
- c. Connect families with existing resources for their student(s)
- d. Monitor family needs through assessment practices
- e. Provide Students and Instrument Recipients, and their families, with ongoing counseling, support and assistance
- f. Provide the Board of Directors, Board of Trustees, Staff, Teaching Artists, Mentors and Members with support including but not limited to: access to ongoing counseling, mentoring, instructional assistance for education and training plans, encouragement to be engaged with Henry for Music activities, programs, and initiatives.
- g. Collaborate and partner with local Community Organizations including Churches, Businesses and Civic Organizations to garner support as needed
- h. Identify local resources and develop a Service Directory for fundraising and donor activities
- i. Work with Board of Trustees and Henry For Music Business Administration in preparing reports and documents on behalf of **Henry for Music, Inc.**
- j. Work with Marketing/Media/Communications to prepare reports and documents for website inclusion on behalf of **Henry for Music, Inc.**

Constitution and By-Laws for Henry for Music, Inc.

ARTICLE 9

Officers

The Board of Trustees will initially appoint the Officers for **Henry for Music, Inc.** The Officers of **Henry for Music, Inc.** will be at least those required by Georgia State Law and any other Officers that the Board of Trustees may deem necessary.

Duties and Responsibilities – Officers

The duties and responsibilities of the Officers will be set by and will be under the continued direction of the President.

Officers may be removed at any time with or without cause, and may resign at any time by delivering written notice 72 hours in advance to the Board of Trustees or before the next scheduled Board of Directors Meeting.

If allowed by Georgia State Law, one person may hold more than one Office that will not be a conflict of interest of itself.

Secretary

1. Recorder of all meeting minutes for **Henry for Music, Inc.**
2. Responsible for the office duties for Henry for Music, Inc. including but not limited to written correspondence, phone correspondence, e-mail correspondence, Appointments, etc.
3. Scheduling and arranging for all services provided by **Henry for Music, Inc.** including but not limited to assisting the President and Staff in the planning of all events (e.g., Facilitates meetings, lectures, workshops, showcases, trainings, camps, travel, networking, etc.), etc.
4. Work with Board of Trustees and Henry For Music Business Administration in preparing reports and documents on behalf of **Henry for Music, Inc.**
5. Work with Marketing/Media/Communications to prepare reports and documents for website inclusion on behalf of **Henry for Music, Inc.**

Constitution and By-Laws for Henry for Music, Inc.

Treasurer

1. Maintain all financial records for **Henry for Music, Inc.**, including but not limited to keeping full and accurate account of the receipts and disbursements in books belonging to **Henry for Music, Inc.** in such banks and depositories as may be designated by the Board of Trustees
2. Monitor and Disburse funds on behalf of **Henry for Music, Inc.** as may be ordered by the Board of Trustees and shall render to the President and Trustees, at the regular meeting of the Board and whenever they may require account of all the transactions as Treasurer and of the financial condition of **Henry for Music, Inc.**
3. Work with Accountants and Lawyers and Henry For Music Business Administration in preparing reports and documents on behalf of **Henry for Music, Inc.**
4. Work with Marketing/Media/Communications to prepare reports and documents for website inclusion on behalf of **Henry for Music, Inc.**

ARTICLE 10

1. Finances

There is no compensation to be awarded to any Executive Board Officer, Executive Board Member, General Board Member and Committee Chairpersons, from **Henry for Music, Inc.** for their services to this Organization as Officers of the Board of **Henry for Music, Inc.** A Conflict of Interest Policy is outlined in these Constitution and By-laws as to the guidelines regarding compensation of Professionals and Independent Contractors contracted by **Henry for Music, Inc.**

Henry for Music, Inc. is for the sole purpose outlined in Article 3 of these Constitution and By-Laws. All funds collected are for the means of the purpose outlined in these By-Laws without deviation.

Constitution and By-Laws for Henry for Music, Inc.

a. Books and Records

Henry for Music, Inc. shall keep correct, accurate and complete financial records of account and shall also keep Minutes of the financial proceedings of its Board of Trustees, all Committees and shall keep at the Principle Office of **Henry for Music, Inc.** all financial records that any Member of the Executive Board and Trustees or authorized Agent may inspect all books/records for **Henry for Music, Inc.** for any proper purpose at any reasonable time.

b. Deposits

All funds for **Henry for Music, Inc.** shall be deposited from time to time to the credit of or for **Henry for Music, Inc.** in such banks, trust companies or other depositories at the Board of Trustees may select.

c. Gifts

The Board of Trustees may accept on behalf of **Henry for Music, Inc.** any contributions, gifts, bequests or devise that specifically meets any and all purposes of **Henry for Music, Inc.**

d. Fiscal Year

The fiscal year for **Henry for Music, Inc.** shall be the calendar year.

e. Annual Reporting

It shall be the duty of the Treasurer and the Accounting Firm to keep the records of **Henry for Music, Inc.** up to date. All Department Heads must make their monthly, quarterly and annual financial reports to the Executive Board Officers the first week of the following month for review and will be voted in with the minutes of the quarterly and general meetings of the Executive Board. The Treasurer and Accounting Firm will also be responsible for submitting to the

Constitution and By-Laws for Henry for Music, Inc.

Executive Board Officers, the Annual Financial Reports and correspondent prepared tax returns for review and processing.

f. Periodic Reviews

To ensure that **Henry for Music, Inc.** operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

g. Fundraising

Henry for Music, Inc. Board of Directors and Board of Trustees will participate in general fundraising activities. These fundraising activities will serve the purposes outlined in Article 1 of these Constitution and Bylaws.

Henry for Music, Inc. will conduct standard annual fundraising events (e.g., personal, mail, email, website and phone solicitations, performance showcases, brunches, galas, organizational and governmental grant solicitations, donations from other Organizations, etc.).

ARTICLE 11

There is no compensation to be awarded to any Executive Board Officer, Executive Board Member, General Board Member and Committee Chairpersons, from **Henry for Music, Inc.** for their services to this Organization as Officers of the Board of **Henry for Music, Inc.** A Conflict of Interest Policy is outlined in these Constitution and By-laws as to the guidelines regarding compensation of Professionals and Independent Contractors contracted by **Henry for Music, Inc.**

Henry for Music, Inc. is for the sole purpose outlined in Article 3 of these Constitution and By-Laws. All funds collected are for the means of the purpose outlined in these By-Laws without deviation. The purpose of this conflict of interest policy is to protect **Henry for Music's** interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of **Henry for Music** or might result in a possible excess of

Constitution and By-Laws for Henry for Music, Inc.

benefit or transaction. This policy is intended to supplement but not to replace any applicable State and Federal laws governing conflict of interest and to not-for-profit, charitable Organizations.

Conflict of Interest

1. No part of the net earnings of **Henry for Music** 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 forth in Article Third hereof.

No substantial part of the activities of **Henry for Music** shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Notwithstanding any other provision of these articles, **Henry for Music** shall not carry on any other activities not permitted to be carried on

- i. (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
 - ii. (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. **Henry for Music** 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. **Henry for Music** may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.
3. **Henry for Music** shall not and is not empowered to directly or indirectly participate, nor intends to participate, in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including but not limited to the publishing or distribution of statements.

Constitution and By-Laws for Henry for Music, Inc.

4. Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **Henry for Music** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

5. Amendments

Any amendment to these Constitution and By-laws may be adopted by approval of two-thirds (2/3) of the board of directors.

6. Each Director, Principal Officer and Member understands that **Henry for Music** is a charitable organization and in order to maintain its Federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes according to Section 501c(3) and has received a copy of the By-laws outlining this conflict of interest policy in detail and has agreed to comply with the conflict of interest policy.

Any sitting, in good standing Executive Board Officer, Executive Board Member, Board Committee Chairperson, or General Board Members must go through a bidding process before being awarded the ability to doing business with **Henry for Music, Inc.** they must meet the exact same criteria set as standard contract bidding laws outlined by the State of Georgia for Contractors and Laborers, Federal and State of Georgia Affirmative Action Laws and will be notified according to the selection guidelines in the policies and procedures of **Henry for Music, Inc.** if awarded, financial distribution will be awarded to the Organization, in the Organization name upon acceptable completion of the contract not being compensated nor being partial in the continuance of their duties on Executive Board of **Henry for Music, Inc.**

7. Defining Financial Interest

A person has financial interest if the person has directly or indirectly, through business, investment or family:

1. An ownership or investment interest in any entity with which **Henry for Music, Inc.** has a transaction or arrangement, or

Constitution and By-Laws for Henry for Music, Inc.

2. A compensation arrangement with the Organization or with any entity or individual with which **Henry for Music, Inc.** has a transaction or arrangement or
3. A potential ownership or investment interest in or in compensation arrangement with any entity or individual with which the Organization is negotiating a transaction or arrangement.
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial
5. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee of **Henry for Music, Inc.** decides that a conflict of interest exists.

8. Conflict of Interest Procedure

- A. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of Committees with governing board delegated powers, of Henry for Music, Inc. considering the proposed transaction or arrangements
- B. **Determining whether a Conflict of Interest exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Governing Board or Committee Meeting while determination of a conflict of interest is discussed and voted upon. The Governing Board or Committee Members of Henry for Music, Inc. shall decide if a conflict of interest exists
- C. **Addressing a Conflict of Interest:**
 - i. An interested person may make a presentation at the Governing Board or Committee Meeting of **Henry for Music, Inc.**, but after the presentation, he/she shall leave the meeting during the discussion of and of the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The Chairperson of the Governing Board or Committee of **Henry for Music, Inc.**, if appropriate, appoints a Disinterested

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Person or Committee to investigate alternatives to the proposed transaction or arrangement.

- iii. After exercising due diligence, the Governing Board or Committee of **Henry for Music, Inc.** shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances nor producing a conflict of interest, the governing Board or Committee of **Henry for Music, Inc.** shall determine by a majority vote of the Disinterested Directors whether the transaction or arrangement is in the best interest of **Henry for Music, Inc.**, or for the presenters own benefit and whether it is fair and reasonable. In conformity with the above determination, the decision will be made as to whether to enter into the transaction or arrangement.

9. Violations of the Conflict of Interest Policy

- 1. If the Governing Board or Committee of **Henry for Music, Inc.** has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member and opportunity to explain the alleged failure to disclose.
- 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Governing Board or Committee of **Henry for Music, Inc.** determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Constitution and By-Laws
for
Henry for Music, Inc.**

ARTICLE 12

Dissolution

- A. The property of **Henry for Music, Inc.** is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, trustee, member or officer of this corporation, or to any private person.
- B. Upon the dissolution of **Henry for Music, Inc.**, assets shall be distributed for one or more exempt purposes within the meaning of Section 501c(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.
- C. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of **Henry for Music, Inc.** is then located, exclusively for such purposes or to such organization or organizations, as said Court (State of Georgia) shall determine, which are organized and operated exclusively for such purposes.

**Constitution and By-Laws
for
Henry for Music, Inc.**

DECLARATION

IN WITNESS WHEREOF, the undersigned, being the Incorporators of **Henry for Music, Inc.** and the initial directors named in these Constitution and By-Laws on this _____ day of _____, 20____ in the County of Henry, GA. The foregoing Constitution and By-Laws are our act and deed, joint and severally.

INCORPORATORS

Jerry Hesselink, President/Incorporator

Kay Ridge, Secretary/Incorporator

Michelle S. Jipguep-Sanders,
Treasurer/Incorporator

Notary Public

Signature _____

Date: _____

ARTICLES OF INCORPORATION

Henry for Music, Inc.

The place in the State of Georgia where the Principle Office of the Corporation is located in the City of Stockbridge, County of Henry.

Henry for Music, Inc. is a non-for-profit Corporation in which a majority of whom are citizens of the United States.

Henry for Music, Inc., established in the **State of Georgia**, is a non-for-profit public benefit of **Henry for Music, Inc.** under the provision of the Non-Profit Corporation Law of Georgia and do certify: An organization, pursuant to the provision of the Nonprofit Corporation Law of Georgia for charitable and religious purposes, hereby adopts the following Articles of Incorporation:

- ARTICLE 1:** Name of Incorporation
- ARTICLE 2:** Registered Agent, Office and Mailing Address
- ARTICLE 3:** Statement of Purpose
- ARTICLE 4:** Names and Address of Incorporator
- ARTICLE 5:** Names and Addresses of Initial Directors
- ARTICLE 6:** Nature of Non-Profit
- ARTICLE 7:** Duration of Corporation
- ARTICLE 8:** Membership
- ARTICLE 9:** Non-Discriminatory Policy
- ARTICLE 10:** Dissolution

ARTICLES OF INCORPORATION

Henry for Music, Inc.

DECLARATION PAGE

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Georgia, do hereby certify:

ARTICLE 1

The Name of the Corporation shall be: **Henry for Music, Inc.** (referred to in these Bylaws as “Henry for Music”).

ARTICLE 2

The place in the State of Georgia where the Principle Office of the Corporation is to be located in the City of Stockbridge, County of Henry. The Name and Address of the Registered Agent and Registered Office of this Corporation are:

PHYSICAL ADDRESS: Jerry Hesselink, 240 Brooks Drive, Stockbridge, GA 30281

MAILING ADDRESS: Henry for Music, Inc., P.O. Box 27, Stockbridge, GA 30281

ARTICLE 3

Henry for Music, Inc. is organized pursuant to the Georgia Nonprofit Corporation Code, exclusively for charitable, religious, 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 the corresponding section of any future federal tax code.

ARTICLES OF INCORPORATION

Henry for Music, Inc.

The Purpose for which **Henry for Music** is organized:

1. **Henry for Music** will advocate for, sponsor and encourage musical, cultural and art based educational activities within Henry County by developing youth-focused music programs and initiatives within the community through partnerships with Recreational Centers and Henry County Public Schools (elementary in particular) an Teaching Artists in effort to introduce music into and supplement their existing After-School Programs for student preparation to matriculate through school music curriculums, including Band and Orchestra.
2. **Henry for Music** brings the Youth and Instrument together, “transforming lives through the Gift of Music”, esteemed that all students should have access to music and that no student should be denied the joy of music and learning to play an instrument, if they so desire, no matter their station in life or just because they cannot purchase an instrument or acquire the ability to have lessons as needed.
3. **Henry for Music** provides relief for those students needing access to musical instruments and music education, especially students who might not otherwise be able to afford them.
4. **Henry for Music** will accept donations of used musical instruments, regardless of condition, and works with local instrument repair professionals to repair, refurbish and maintain donated instruments as necessary, also then coordinating with Henry County Schools and Community Centers to place the newly-restored instruments with Student Musicians.
5. **Henry for Music** will also accept funds that are gifted for the purpose of supporting any of its programs or initiatives, including but not limited to the purchasing of affordable, new and used instruments and/or consumable supplies, such as reeds and mouthpieces, etc., and/or to pay for needed instrument repairs or restoration.
6. **Henry for Music** will strive to ensure that instruments donated or gifted are used by Students in Performance Arenas (i.e., School Bands, School Orchestras, individual/group lessons, Community Centers, individual/group lessons, Community Concerts, County Events, etc.) – indoor and outdoor.
7. **Henry for Music** will place unusable or unserviceable instruments into inventory for service parts and/or and placed with Artists and non-for-profit Community Arts Organizations for the development of music-related cultural art.

ARTICLES OF INCORPORATION

Henry for Music, Inc.

8. **Henry for Music** will ensure Community Outreach through Mentorship, Community Service Projects and providing Public Notice for Community Attendance and participation at its event to serve as encouragement for young people in the Arts.

ARTICLE 4

The Name and Address of the Incorporator for **Henry for Music, Inc.** are:

PHYSICAL ADDRESS: Jerry Hesselink, 240 Brooks Drive, Stockbridge, GA 30281

MAILING ADDRESS: Henry for Music, Inc., P.O. Box 27, Stockbridge, GA 30281

ARTICLE 5

1. Governance

- a. **Henry for Music, Inc.** shall be governed by its Board of Directors.

2. Initial Directors

- a. The initial directors of the corporation shall be:
 - i. President
 - ii. Treasurer
 - iii. Secretary
- b. The Names and Addresses of the persons who are the initial directors for **Henry for Music** are as follows:
 - i. Jerry Hesselink, President, 240 Brooks Drive, Stockbridge, GA 30281
 - ii. Michelle S. Jipguep-Sanders, Treasurer, 353 Mansfield Way, Stockbridge, GA 30281
 - iii. Kay Ridge, Secretary, 240 Brooks Drive, Stockbridge, GA 30281

ARTICLES OF INCORPORATION

Henry for Music, Inc.

ARTICLE 6

Nature of Non-Profit

The purpose of this conflict of interest policy is to protect **Henry for Music**'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of **Henry for Music** or might result in a possible excess of benefit or transaction. This policy is intended to supplement but not to replace any applicable State and Federal laws governing conflict of interest and to non-for-profit, charitable Organizations.

1. Conflict of Interest

- a. No part of the net earnings of **Henry for Music** 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 forth in Article Third hereof. No substantial part of the activities of **Henry for Music** shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and **Henry for Music** shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, **Henry for Music** shall not carry on any other activities not permitted to be carried on

- i. (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
- ii. (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Henry for Music 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. **Henry for Music** may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

ARTICLES OF INCORPORATION

Henry for Music, Inc.

2. **Henry for Music** is not empowered to directly or indirectly participate, nor intends to participate, in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
3. Personal Liability
 - a. No officer or director of this corporation shall be personally liable for the debts or obligations of **Henry for Music** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.
4. Amendments
 - a. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.
5. Each Director, Principal Officer and Member understands that **Henry for Music** is a charitable organization and in order to maintain its Federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes according to Section 501c(3) and has received a copy of the By-laws outlining this conflict of interest policy in detail and has agreed to comply with the conflict of interest policy.

ARTICLE 7

The Period of Duration for **Henry for Music** is: Perpetual.

ARTICLE 8

Membership

1. **Henry for Music** will have Members. The classes, rights, privileges, qualifications and obligations of Members for **Henry for Music** are as follows:
 - a. **Henry for Music** shall approve Membership upon Request.
 - b. A valid annual background screening and SafeSport certification must be completed for all adult staff members.

ARTICLES OF INCORPORATION

Henry for Music, Inc.

c. Teaching Artists and Mentorship Artists

Teaching Artists and Mentorship Artist Membership Applications must also include:

- i. Two (2) Letters of Recommendation
- ii. Arts Resume and/or Business Resume
- iii. Biography including affiliations.

2. Affiliated Organizations

- a. Affiliated Organizations shall be those not-for-profit music organizations which meet the requirements of applicable federal law, that register as affiliated organizations and that conduct, on a level of proficiency appropriate for musical excellence.

3. Non-Voting Members

- a. All categories of members described in Section 8.1 of these Bylaws shall be considered non-voting members for purposes of the Nonprofit Corporation Act. Each category of membership shall have only those qualifications, rights and privileges as set forth herein, subject to the Nonprofit Corporation Act.

4. Membership Requirements

- a. Membership in **Henry for Music** is a privilege and creates within it certain obligations and duties. The Board of Directors may establish such membership requirements as the Board shall deem necessary and appropriate. No privilege of membership shall be made available until all membership requirements are satisfied. Any individual member of **Henry for Music** who does not successfully pass a **Henry for Music**-approved background screening may not register for and/or participate in any **Henry for Music** activities, programs or initiatives.

5. Dues and Fees

- a. The Board of Directors may establish such rules and procedures for the manner and method of payment of fees, the collection of delinquent fees and the proration or refund of fees, as the Board shall deem necessary or appropriate. No privilege of Membership shall be available until all fees are paid in full.

ARTICLES OF INCORPORATION

Henry for Music, Inc.

6. Suspension and Termination

- a. The membership of any member may be terminated at any time with or without cause by the Board of Directors. A member shall have the right to a hearing prior to suspension or termination. A member may only resign if the member has paid all fees then payable.

7. Transfer of Membership

- a. Membership in **Henry for Music** is not transferable, unless to a successor of a corporate member which must first be approved by **Henry for Music**. Members shall have no ownership rights or beneficial interests of any kind in the property of **Henry for Music**.

- 8. Additional provisions specifying the Rights and Obligations of Members shall be contained in the Bylaws and Policies for **Henry for Music** pursuant to and in accordance with the laws of the State of Georgia.

ARTICLE 9

Non-Discriminatory Policy

Henry for Music, including all of its entities, is nondiscriminatory towards its Applicants, Clients, or Students and does not discriminate on the basis of race, color, national or ethnic origin in administration of its Service, nor does it discriminate on the basis of race in the administration of its educational policies, admissions policies, intake processes, administrative and school-administered programs and accepts all of its Candidates/Recipients of any race, sex, sexual orientation, gender identity or gender expression, color, national or ethnic origin.

Henry for Music will:

- A. provide an equal opportunity to Applicants, Students, Staff, Administrators, Clients and Teaching Artists to participate in **Henry for Music** activities, programs and initiatives without discrimination on the basis of race, color, religion, sex, sexual orientation, gender identity or gender expression, age, or national origin; and

ARTICLES OF INCORPORATION
Henry for Music, Inc.

B. be governed by a Board of Directors whose members are selected without regarding to race, color, religion, national origin, or sex, sexual orientation, gender identity or gender expression with reasonable representation on the Board of both males and females

ARTICLE 10

Dissolution

Upon the dissolution of **Henry for Music, Inc.** assets shall be distributed for one or more exempt purposes within the meaning of Section 501c(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 a Court of Competent Jurisdiction in the county in which the principal office of **Henry for Music** 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.

DECLARATION

The undersigned Incorporator hereby declare under penalty that the statements made in the foregoing Articles of Incorporation are true.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of **Henry for Music, Inc.**, named in these ARTICLE of Incorporation on this _____ day of _____, 20 ____.

INCORPORATOR

Jerry Hesselink, President