



**State of Rhode Island
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Extraordinary Rendition Band Inc

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

The specific purpose or purposes for which the corporation is organized are:

PROPOSED: ERB WELCOMES MUSICIANS OF ALL BACKGROUNDS AND ABILITIES,
FOSTERING AN ENVIRONMENT THAT
SUPPORTS EACH OTHER'S MUSICAL GROWTH, CELEBRATES THE HERITAGE OF
MARCHING/ROVING BANDS, SPREADS
MUSICAL CHEER IN THE STREETS, AND PLAYS FOR CAUSES CLOSE TO OUR HEARTS.
OUR GOAL IS TO BUILD A MORE
VIBRANT AND UPLIFTING WORLD THROUGH A COMMUNITY THAT SHARES A LOVE
OF MUSIC AND A WILLINGNESS TO
SPRINKLE SPONTANEOUS MOMENTS OF JOY WITHIN EVERYDAY LIFE.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

MISSION

PROPOSED: ERB WELCOMES MUSICIANS OF ALL BACKGROUNDS AND ABILITIES,
FOSTERING AN ENVIRONMENT THAT
SUPPORTS EACH OTHER'S MUSICAL GROWTH, CELEBRATES THE HERITAGE OF
MARCHING/ROVING BANDS, SPREADS
MUSICAL CHEER IN THE STREETS, AND PLAYS FOR CAUSES CLOSE TO OUR HEARTS.
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OF MUSIC AND A WILLINGNESS TO
SPRINKLE SPONTANEOUS MOMENTS OF JOY WITHIN EVERYDAY LIFE.

NAME

THE NAME OF THE CORPORATION SHALL BE THE EXTRAORDINARY RENDITION BAND, INC. THE BUSINESS OF THE ORGANIZATION MAY BE CONDUCTED AS EXTRAORDINARY RENDITION BAND OR ERB.

AUTHORITY

THESE BYLAWS GOVERN THE AFFAIRS OF ERB, A NONPROFIT CORPORATION ORGANIZED UNDER THE RHODE ISLAND NON-PROFIT CORPORATION ACT (RI GEN. LAW 7-6).

PURPOSE AND POWERS

ERB IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, OR SCIENTIFIC PURPOSES UNDER SECTION 501(C)3 OF THE INTERNAL REVENUE CODE.

ERB SHALL HAVE THE POWER, DIRECTLY OR INDIRECTLY, ALONE OR IN CONJUNCTION WITH OTHERS, TO DO ANY AND ALL LAWFUL ACTS NECESSARY OR CONVENIENT TO ACHIEVE ITS CHARITABLE MISSION. THIS POWER SHALL INCLUDE, BUT NOT BE LIMITED TO, THE ACCEPTANCE OF CONTRIBUTIONS.

FISCAL YEAR

OUR FISCAL YEAR WILL BE JANUARY 1 TO DECEMBER 31.

DISSOLUTION

SHOULD THE CORPORATION DISSOLVE, THE BOARD SHALL OVERSEE THE PROCESS AND ENSURE COMPLIANCE WITH ALL RELEVANT PROVISIONS OF THE RHODE ISLAND NON-PROFIT CORPORATION ACT AND OTHER APPLICABLE STATE AND FEDERAL STATUTES.

UPON DISSOLUTION, ASSETS SHALL:

BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)3 OF THE INTERNAL REVENUE CODE, OR

DISTRIBUTED TO A FEDERAL, STATE OR LOCAL GOVERNMENT FOR A PUBLIC PURPOSE.

MEMBERSHIP QUALIFICATIONS

MEMBERSHIP IN ERB IS OPEN TO INDIVIDUALS OF LEGAL AGE, OF ANY EXTENT OF MUSICAL ABILITY OR EXPERIENCE.

INDIVIDUALS MAY BECOME ACTIVE MEMBERS (HEREAFTER "MEMBERS") BY COMPLETING THE PROCESS OUTLINED IN

THE MEMBERSHIP POLICY. THIS MEMBERSHIP POLICY MAY NEVER INCLUDE AN AUDITION REQUIREMENT.

MEMBERS ARE THOSE WHO HAVE COMPLETED THE NEW MEMBER PROCESS AND ARE RECOGNIZED AS ACTIVE.

THE MEMBERSHIP POLICY OUTLINES ANY NEEDED PROCEDURES FOR EVALUATING MEMBERSHIP.

MEMBERSHIP DUTIES AND POSITIONS

THE AFFAIRS OF ERB SHALL BE DIRECTED AND OVERSEEN BY THE MEMBERS. THE

MEMBERS HAVE ULTIMATE LEGAL AND FINANCIAL RESPONSIBILITY FOR ERB, AND SHALL OWE IT A FIDUCIARY DUTY. THE MEMBERS SHALL ESTABLISH NECESSARY POLICIES TO CONDUCT THE BUSINESS AND PROGRAMS OF THE ORGANIZATION. THE BOARD OF ERB IS DEFINED AS ALL MEMBERS.

MEMBERS SHALL NOT RECEIVE MONETARY COMPENSATION FOR THEIR SERVICES TO ERB AS MEMBERS. HOWEVER, A MEMBER MAY SERVE ERB IN A DIFFERENT CAPACITY AND RECEIVE COMPENSATION OR REIMBURSEMENT FOR THOSE SERVICES AND REASONABLE EXPENSES, SUBJECT TO ANY ADOPTED CONFLICT-OF-INTEREST POLICY.

THE MEMBERS SHALL CHOOSE FROM AMONGST THEMSELVES THE FOLLOWING POSITIONS:

SECRETARY

THE SECRETARY SHALL BE RESPONSIBLE FOR TAKING MEETING MINUTES AND PROVIDING NOTICE TO THE BOARD AND MEMBERS OF UPCOMING MEETINGS. SHE SHALL MAINTAIN SUCH RECORDS FOR INSPECTION.

TREASURER

THE TREASURER SHALL ENSURE THE MAINTENANCE OF ALL RECORDS OF RECEIPTS, DISBURSEMENTS, ASSETS, AND LIABILITIES OF THE ORGANIZATION. SHE SHALL REPORT TO THE BOARD ON THE CONDITION OF SUCH RECORDS AND THE FINANCIAL POSITION OF ERB AT LEAST QUARTERLY. SHE SHALL ENSURE THAT TAX FILINGS ARE PREPARED AND SUBMITTED AS REQUIRED BY LOCAL, STATE AND FEDERAL GOVERNMENT.

PRESIDENT/FACILITATOR

THE FACILITATOR SHALL BE RESPONSIBLE FOR THE FACILITATION OF ERB MEETINGS.

MEETINGS

MEMBERS WILL MEET AT LEAST ONCE PER YEAR.

THE SECRETARY WILL NOTIFY ALL MEMBERS PRIOR TO EACH MEETING. DECISIONS THAT REQUIRE A QUORUM—INCLUDING, BUT NOT LIMITED TO, CHANGES TO THESE BYLAWS—WILL OCCUR AT MEETINGS, OR AT OTHER TIMES ANNOUNCED IN ADVANCE OF THE DATE OF THE VOTE.

THE ROSTER OF MEMBERS WILL BE MAINTAINED BY THE SECRETARY AND UPDATED ACCORDING TO OUR POLICIES.

VOTING

QUORUM FOR TRANSACTION OF BUSINESS IS OUTLINED IN OUR POLICIES. ALL MEMBERS MAY VOTE.

CHANGING THE BYLAWS REQUIRES 51% VOTE OF QUORUM.

CHANGING POLICIES REQUIRES 60% VOTE OF MEMBERS PARTICIPATING IN THE DECISION, EITHER BY ATTENDING A MEETING OR BY PROXY VOTE PRIOR TO THE MEETING. SUFFICIENT NOTICE MUST

BE GIVEN THAT A VOTE IS TAKING PLACE.

PROXY VOTING SHALL BE GOVERNED BY POLICIES.

FINANCIAL MANAGEMENT

MEMBERS MAY AUTHORIZE ANY MEMBER OR AGENT OF ERB TO ENTER INTO CONTRACTS AND AGREEMENTS, ACCEPT

FUNDS, AND GENERALLY PERFORM ALL ACTS NECESSARY FOR THE FULL EXERCISE OF THE POWERS OF ERB.

ALL CHECKS, DRAFTS, OR ORDERS FOR PAYMENT ISSUED IN THE NAME OF EXTRAORDINARY RENDITION BAND SHALL BE

SIGNED BY SUCH MEMBER OR AGENT IN SUCH MANNER AS SHALL BE DETERMINED BY THE MEMBERS. IN THE

ABSENCE OF FURTHER DETERMINATION BY THE MEMBERS, INSTRUMENTS SHALL BE SIGNED BY A MEMBER OF THE

BBC.

ALL FUNDS OF ERB SHALL BE DEPOSITED FROM TIME TO TIME INTO THE CREDIT OF EXTRAORDINARY RENDITION BAND,

INC. IN SUCH BANK, TRUST, OR OTHER DEPOSITORY SELECTED BY THE MEMBERS.

MEMBERS MAY ACCEPT ON BEHALF OF ERB ANY CONTRIBUTION, GIFT, BEQUEST, OR DEVISE FOR THE GENERAL

PURPOSES, OR FOR ANY SPECIAL PURPOSE, OF ERB. ANY NON-MONETARY CONTRIBUTION, GIFT, BEQUEST, OR DEVISE

SHALL BE ACCEPTED ONLY AFTER RESOLUTION OF THE MEMBERS.

IN THE EVENT OF AN ACTUAL OR APPARENT CONFLICT OF INTEREST THAT MAY EXIST REGARDING A CONTRACT BETWEEN A

MEMBER AND ERB, THE MEMBERS SHALL ACT IN A MANNER CONSISTENT WITH AN ADOPTED CONFLICT OF INTEREST

POLICY AND CONSISTENT WITH THE FIDUCIARY DUTY OF EACH MEMBER TO ERB. COMPLIANCE

THE MEMBERS SHALL ADOPT AND PERIODICALLY REVIEW A CONFLICT OF INTEREST POLICY.

THE MEMBERS SHALL ADOPT AND PERIODICALLY REVIEW A NONDISCRIMINATION AND ANTI-HARASSMENT POLICY.

ERB SHALL NOT MAKE ANY LOAN TO A MEMBER OR AGENT OF ERB.

ADDITIONAL TERMS

NO MEMBER SHALL TAKE ANY ACTION OR CARRY ON ANY ACTIVITY BY OR ON BEHALF OF ERB THAT WOULD BE

INCONSISTENT WITH SECTION 501(A) AND 501(C)3 OF THE INTERNAL REVENUE CODE.

CAPTIONS (ARTICLES AND HEADINGS) ARE INSERTED IN THESE BYLAWS FOR CONVENIENCE ONLY AND IN NO WAY

DEFINE, LIMIT, OR DESCRIBE THE SCOPE OR INTENT OF THE BYLAWS, AND ITS PROVISIONS, NOR IN ANY WAY AFFECT THE

INTERPRETATION OF THESE BYLAWS.

IF ANY PROVISION OF THESE BYLAWS IS HELD TO BE ILLEGAL OR UNENFORCEABLE IN A JUDICIAL PROCEEDING, SUCH

PROVISION SHALL BE SEVERED AND SHALL BE INOPERATIVE, AND THE REMAINDER OF THESE BYLAWS SHALL REMAIN OPERATIVE AND BINDING.

SUBSIDIARY ENTITIES

ERB RESERVES THE RIGHT TO ESTABLISH ANY SUBSIDIARY ENTITIES TO PERFORM SPECIFIC TASKS RELEVANT TO ITS MISSION.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 4601 POST ROAD
City or Town: EAST GREENWICH State: RI Zip: 02818

The name of its initial registered agent at such address is MELANIE CLARK-MEDYSEY

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	MELANIE CLARK-MEDYSEY	4601 POST ROAD EAST GREENWICH, RI 02818 USA
DIRECTOR	MEGHAN KALLMAN	93 CAPWELL AVE PAWTUCKET, RI 02860 USA
DIRECTOR	ALISON DELAPP STEPHENS	246 KENYON AVE EAST GREENWICH, RI 02818 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	MELANIE CLARK-MEDYSEY	4601 POST RD EAST GREENWICH, RI 02818 USA
INCORPORATOR	MEGHAN KALLMAN	93 CAPWELL AVE PAWTUCKET, RI 02860 USA
INCORPORATOR	KASSIE STOVELL	234 MAURAN AVE EAST PROVIDENCE, RI 02914 USA

ARTICLE VIII

Date when corporate existence is to begin 05/10/2024
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 10 Day of May, 2024 at 9:18:22 AM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.

MELANIE CLARK-MEDYSEY

MEGHAN KALLMAN

KASSIE STOVELL

Form No. 200
Revised 09/07

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