

CITY OF ASHLAND



Application for Economic Development, Cultural, Tourism and Sustainability Grants

****DUE NO LATER THAN 4:00 pm March 22, 2017****

**One (1) single sided, signed hard copy to
NO STAPLES PLEASE**

In an envelope titled:

City of Ashland

Attn: Diana Shippet, Administration Department

Grant Application

20 East Main Street, Ashland, OR 97520

Applicant/Organization	Jefferson State Choral Coalition		
Mailing Address	PO Box 3584 Ashland, OR 97520		
Contact Name	Markita Shaw	Contact Phone #1	541-488-8747
Email #1	markitalou@gmail.com		
Contact Name #2	Sonia Hill	Contact Phone #2	541-480-1200
Email #2	gersonhill@msn.com		
Federal Tax ID	██████████	IRS Class (Exemption)	501 (c) (3)
		Total Grant Request (\$5,000 min)	\$5,000

Application Submittal Checklist

In addition to the completed application form to be mailed and emailed, all submittals must contain the following;

1. List of all board members, their occupations, and years on the board;
2. Organizational client demographic profile;
3. Grant program budget (for activities/programs/events that are part of this grant application);
4. Organization 501© letter verifying your no-profit status;
5. Organization corporate bylaws;
6. Organization's most recent Form 990 IRS filing (summary page only);
7. Organization's previous year financial statement summarizing expenses and revenues.

Application for Economic Development, Cultural, Tourism and Sustainability Grants

1. Briefly describe the purpose and objectives of your organization and mission statement (*please limit to approximately 500 words*)

The Jefferson State Choral Coalition is a diverse group of people singing a variety of American popular music (jazz, gospel, blues and American standards). Students and community members from all walks of life and all ages, from professional musicians to first-timers, work side by side to study and perform the abundance of styles that make up the music of America. World-famous Director, Dr. Kirby Shaw, who specializes in writing and arranging the many styles of American popular music, founded and has been directing this choir for the past 13 years.

Our Mission Statement: The Jefferson State Choral Coalition provides access to participation, and preservation of a wide variety of American Popular Music. Through our stylistically authentic performances and multi-generational public outreach, we empower and uplift all with whom we come in contact.

2. Reference the list of eligible activities provided in the 2012 Policy for Economic, Cultural, Tourism, and Sustainability Grant (page 10) to briefly describe how the City grant would be used and how your activities meet the eligibility criteria (*please limit to approximately 1,000 words*)

The Jefferson State Choral Coalition is sharing American popular music (including jazz, gospel, blues) with an ever increasing audience. In recent years, the choir functioned as a part of the Continuing Education Department at Southern Oregon University. Over two years ago, the choir began work to become a non-profit and now is independent while maintaining a Community Arts Partnership with the Oregon Center for the Arts at SOU. This is the only choir of its type in the Rogue Valley.

With this grant we will be able to perform live with special guest artist Craig Chaquico, former guitarist of Jefferson Starship and Starship. Craig Chaquico is a chart-topping Grammy nominee, solo jazz artist. This concert will not only feature the Jefferson State Choral Coalition singing blues with Craig but also have a solo performance by Craig to share his guitar compositions. A grant focused on Cultural Development and Tourism will ensure this concert will touch the lives of more than a thousand musicians and community members.

This concert is planned to be performed at the Lithia Park Bandshell on July 4, 2017. Arrangements for this concert are already in the works with Ashland Chamber of Commerce and Ashland Parks and Recreation Department. However, we need additional funds to bring the concert to fruition. This free to the public concert would occur in the evening after the Chamber of

Commerce events have occurred and before the American Band College performs at night. The timing provides an activity downtown on that day without conflicting with other significant events of that day, and is early enough to avoid noise issues that would disrupt nearby residences. An event of this magnitude would keep customers downtown longer on that day, and draw others from a wide area for this performance. This not only expands the scope of Ashland's 4th of July celebration but offers a new event to broaden the audience.

Next fall, we are planning a gospel concert with Darlene Reynolds. Darlene is a phenomenal gospel performer who previously sang at a nearly sold-out concert at Southern Oregon University Music Recital Hall. Performing an all-gospel concert under the direction of Dr. Kirby Shaw ensures that our representation will be stylistically accurate and, honestly, a whole lot of fun. A gospel concert would include the element of a rhythm section, piano, bass guitar and drums.

2.1. If your grant request is for date specific events, programs or activities, please complete the following table

Program/Event Title	Anticipated Dates of Event		Funding Request
	Start	End	
Jefferson State of Mind Concert	7/4/17	7/4/17	\$3500
A Gospel Holiday	11/18	11/18	\$1500
			\$
			\$
			\$

3. Which grant category (or categories) does your request fall under? (please check all that apply)

<input checked="" type="checkbox"/>	Grant Category	Grant Request
	Economic Development	\$

Per Economic Development eligible activities (page 10), please explain how your activities qualify (please limit to approx. 250 words):	
Cultural	\$3500
<p>Per Cultural Development eligible activities (page 11), please explain how your activities qualify (please limit to approx. 250 words): With this grant we will be able to perform live with special guest artist Craig Chaquico, former guitarist of Jefferson Starship and Starship. Craig Chaquico is a chart-topping Grammy nominee, solo jazz artist. This concert will not only feature the Jefferson State Choral Coalition singing blues with Craig but also have a solo performance by Craig to share his guitar compositions. We believe that having a concert of this nature will be the start of additional outdoor performances that feature the beauty and flexibility of the Lithia Bandshell.</p> <p>Gospel music is not typically performed in the Rogue Valley. Offering this type of musical experience broadens interest to a wider audience and brings in those who might otherwise not have an interest in other music styles.</p>	
Tourism	\$1500
<p>Per Tourism eligible activities (page 11), please explain how your activities qualify (please limit to approx. 250 words): Given the caliber of Craig's skills and influence, the draw for audience will spread beyond Ashland. Advertising outside of Ashland and Jackson County to music fanatics and devotees would likely impact tourism by driving up hotel occupancy, and increasing both restaurant and retail business.</p> <p>For our gospel concert, this is unique to our region and likely to draw from an area beyond Ashland/Medford. Targeted marketing outside of the area could definitely increase restaurant traffic and hotel occupancy. Because of the time of the year, some concertgoers may be more likely to spend the night rather than driving an hour or two home after the concert.</p>	
Sustainability	\$

Per Sustainability eligible activities (page 11), please explain how your activities qualify (please limit to approx. 250 words):

4. If you do not receive the full amount of your request, describe how your organization would use a smaller amount of funds in each of the categories being applied for (please limit to approximately 250 words)

If we do not receive the full amount requested for cultural events, we will need to rely completely on our volunteer-run organization to piece together business sponsorships to be able to offer a free concert in Lithia Park. This is an arduous and unpredictable process. Besides the fact that we want this concert to be gift to the community, we have consulted with the Ashland Parks and Recreation Department and agree that ticketing an event held in Lithia Park would be impossible to monitor.

If we do not receive the full amount requested for tourism, it is unlikely that we will draw a crowd from a larger geographic area, which will limit the benefit to area businesses.

5. Using the attached City of Ashland Policy for Economic, Cultural, Tourism and Sustainability Grants, Section III (page 12), please explain how you will measure success or desired outcomes. (please limit to approximately 250 words)

The grant funding support of the 4th of July concert will increase the likelihood of additional events offered in Ashland and increase our participation on the 4th of July in 2018. We will also employ the use of photographs, or drone footage if allowed, to calculate approximate crowd attendance through an area x density technique. And, we will ask some of our long-time volunteers to stand at key entry points (walking path, road, etc.) and ask people at a randomized interval (ex. Every 7th person) where they are from to determine how the transient lodging businesses are benefitting from the event. At our Gospel Holiday concert in November our volunteers on both the box office and ushering crews will poll our audience for additional geographic information.

of additional events offered in Ashland as a direct result of the City's grant. We will also employ the use of photographs, or drone footage if allowed, to calculate approximate crowd attendance through an area x density technique. And, we will ask some of our long-time volunteers to stand at key entry points (walking path, road, etc.) and ask people at a randomized interval (ex. Every 7th person) where they are from, to determine how the transient lodging businesses are benefitting from the event.

Thank you for your time and efforts in preparing this information for consideration by the Grants Committee.

By signing below you certify that:

You, the grantee, understand that you must comply with all federal, state and local requirements applicable for the activities funded by this grant. Award of a grant by the City does not waive the grantee's obligation to obtain, at grantee's sole expense, all applicable permits that may be required for grantee's program or project.

And, that a grant may be conditioned on submission or other approvals to the City of a Certificate of General Liability Insurance in the amount of up to **\$1,000,000** naming the City of Ashland, its officers and employees as additional insured.

And, that you the undersigned have legal authority to submit the above information on behalf of the organization named above.

Name (print) Leslie Adams

Name (signature) 

Title TREASURER

ADDITIONAL SUBMITTAL INFORMATION & REFERENCE MATERIALS

The following requirements and forms are provided to assist applications in submitting a complete application package. Use of the form templates provided is not a submittal requirement, but rather an optional tool for the applicant to use if they choose to provide the required information in this format.

I. Grant Requirements (from 2012 Policy for Economic, Cultural, Tourism and Sustainability Grants)

- A. Grantee shall be registered as a 501(c) non-profit *
- B. Grantee shall be a non-government entity
- C. The minimum grant amount that can be applied for is \$5,000 and the minimum award granted is \$1,000 per category and \$5,000 per grant application
- D. Grant award shall be utilized consistent with the associated applicant proposal and shall be primarily oriented to the grantee's Ashland activities and programs. Grant funds may also be utilized for a proportionate share of Grantee's overall administrative expenses.
- E. An applicant can apply for grant funds from more than one category, however, it is the responsibility of the applicant to specify the categories and funds requested for each category and clearly describe how the proposal meets the criteria for each category.
- F. Grantees must submit the application to the City prior to the deadline, which is established each year by the City. **Absolutely no late applications will be accepted.**
- G. Incomplete applications (see application cover page) will NOT be forwarded to the grant review committee for consideration.
- H. Materials submitted beyond those required and listed on the application cover page and application form will NOT be forwarded to the grant review committee as part of the application packet.

II. Grant Submittal

- A. Grant applications for BN2017-19 are due on **March 22, 2017 by 4:00 p.m.**
- B. Completed application packets can delivered in person to the Utility Billing offices at City Hall, 20 East Main St ** or mailed to:

City of Ashland
c/o Diana Shiplet
20 East Main St
Ashland, OR 97520
- C. Questions regarding the BN 2017-19 Grant Program can be directed to Diana Shiplet, Administrative Analyst by phone at 541-552-2100 or diana.shiplet@ashland.or.us.

**If your organization is being sponsored by or legally affiliated with a registered non-profit, a letter from that organizations Board of Directors recognizing the affiliation and a copy of the 501 (c) verification of the sponsoring non-profit*

*** City of Ashland office hours are Monday to Friday 8:30am to 5:00pm.*

Tourism

As required by State law, a portion of the grant program funds must be awarded and utilized for specific tourism related activities. The grant program typically awards tourism funds in excess of the minimum amount required to meet Oregon Revised Statute (ORS) definition and criteria relating to tourism promotion.

Applicants requesting grant funds for activities that meet the ORS definition and criteria of tourism should highlight how the grant request meets the following ORS criteria:

§ 320.300,

(6) 'Tourism' means economic activity resulting from tourists.

(7) 'Tourism promotion' means any of the following activities:

- (a) Advertising, publicizing or distributing information for the purpose of attracting and welcoming tourists;
- (b) Conducting strategic planning and research necessary to stimulate future tourism development;
- (c) Operating tourism promotion agencies; and
- (d) Marketing special events and festivals designed to attract tourists.

(10) 'Tourist' means a person who, for business, pleasure, recreation or participation in events related to the arts, heritage or culture, travels from the community in which that person is a resident to a different community that is separate, distinct from and unrelated to the persons community of residence, and that trip:

- (a) Requires the person to travel more than 50 miles from the community of residence; or
- (b) Includes an overnight stay.

JEFFERSON STATE CHORAL COALITION

CORPORATE RESOLUTION

BOARD MEMBERS

Kirby Shaw, President (2 years on Board)
Artistic Director of JSCC
World-renowned Choral Music Composer/Arranger/Teacher/Director
kirbyshawmusic@gmail.com
(541) 488-5637

Markita Shaw, Vice President (2 years on Board)
Co-Artistic Director, Choralographer of JSCC
Dance Teacher, Choreographer, Writer
markitalou@gmail.com
(541) 488-8747

Leslie Adams, Secretary/Treasurer (2 years on Board)
Accounting Manager & Board Treasurer for Innersource Unlimited;
Bookkeeper for Energy Medicine Institute
leslieadams@aol.com
(541) 951-1997

Muriel Ames, Board Member (2 years on Board)
Co-Owner of Porters Restaurant, Medford, OR
Founding Board Member of Mt. Ashland Association
4rollercoasters@charter.net
(541) 601-4218

Jack Vitacco, Board Member (2 years on Board)
Director of the SOU Small Business Development Center
(541) 301-5416
vitaccoja@sou.edu

Applicant Organization Board Member Information Reporting Sheet

Name	Address	Phone	Occupation	Title	Term of Office
Dr. Kirby Shaw	12621 Dead Indian Memorial Rd. Ashland, OR 97520	541-488-5637	Music Arranger / Director	President	1
Markita Shaw	12621 Dead Indian Memorial Rd. Ashland, OR 97520	541-488-8747	Choralographer	Vice President	1
Leslie Adams	327 Cambridge Street Ashland, OR 97520	541-951-1997	Accountant	Secretary/Treasurer	1
Muriel Ames	195 Grandview Dr. Ashland, OR 97520	541-601-4218	Restaurant Owner	Board Member	1
Jack Vitacco	126 Marin Ct. Talent, OR 97540	541-301-5406	Retired / Consultant	Board Member	1

City of Ashland Customer Demographic Profile

The primary goal of the grant award process is to allocate funds to organizations that are providing economic, tourism, cultural and/or sustainability programs, services or events that reach a demographically diverse customer base, both locally and from outside our region. The following questions are intended to provide guidance for the possible types of customer demographics that would help the grant review/award sub-committee understand the customer types that your application would likely reach.

*** If your organization tracks this data or other related data, in other formats, please feel free to submit that format directly. This form is provided as a template and is not required to be completed in this format, but customer demographic information is an application submittal requirement.**

Organization Name: _____ Jefferson State Choral
 Coalition _____
 Program/Event Name: _____ Jefferson State of Mind Concert and American Gospel
 Experience _____
 For the Twelve month period of: ___ July 1, 2017 – June 30, 2018 _____

I. Customer Age (percentage)

Youth 0 to 17 years	___ 2 ___ %
Adult 18 to 39 years	___ 20 ___ %
Adult 40 to 64 years	___ 60 ___ %
Adult 65 and over	___ 18 ___ %
Unknown	___ ___ %
Total	___ ___ %

II. Staff Residence (percentage)

Ashland	___ 70 ___ %
Rogue Valley	___ 25 ___ %
Other	___ 5 ___ %
Total	___ ___ %

II. Customer Residence (percentage)

Ashland	___ 80 ___ %
Rogue Valley	___ 15 ___ %
Other (within 50 miles)	___ 5 ___ %
Other (greater than 50 miles)	___ ___ %

III. Of the Customers identified above, what percent do you estimate stayed overnight to attend your program, service or event? ___ 0 ___ %

**CITY OF ASHLAND
GRANTS PROGRAM BUDGET**

Please use this form to identify costs associated with the program, activity or event that you are requesting funds for. This form is provided as a template to use. If your organization tracks grant related financials in a different reporting format, please submit in that format if you choose.

APPLICANT/ORGANIZATION: _____ Jefferson State Choral
Coalition _____

PROGRAM/EVENT TITLE: _____ Jefferson State of Mind Concert and American Gospel Experience

PROJECT PERIOD: July 1, _____2017_____ to June 30, _____2018_____

REVENUE		
City of Ashland Grant Funds		\$5000
Jackson County Funds /Identify:		\$0
Other State or Federal Funds /Identify:		\$0
Other Funds /Identify Ticket Sales (fall concert)		\$6000
Other Funds / Identify Membership Tuition		\$6750
Other Funds (cont) Advertising		\$600
Other Funds / Partial Funding of Guest Artist		\$3500
TOTAL REVENUE		\$21850
EXPENDITURES		
A. PERSONAL SERVICES (List costs by job title or function)		
Total Salaries	% of time to project	\$8000
1. _____ Artistic Direction _____	_____ %	
2. _____ Guest Artists _____	_____ %	\$6000
3. _____ Rhythm Section _____	_____ %	\$1000
4. _____ Rehearsal Pianist _____	_____ %	\$1000
Total Benefits		\$
1. _____		
2. _____		
3. _____		
4. _____		
TOTAL PERSONAL SERVICES		\$16000
B. MATERIALS & SERVICES:		
Advertising		\$2000
Concert venue rental (SOU)		\$500
Concert Programs (gospel concert only)		\$1600
Rehearsal Space		\$950
Sounds Engineers		\$700
Performance Fees (Bandshell, insurance, sheet music, etc.)		\$1270
TOTAL MATERIALS & SERVICES		\$7020
TOTAL EXPENDITURES		\$23020

July 4th and November 18 Concerts 2017**Budget****Revenue**

Ticket Sales (0 for 7/4 concert, 400 @ \$15 ea)	\$6,000
Membership Tuition (75 @ \$90 ea)	\$6,750
Program ads (0 for 7/4 concert, annual divided by 2)	\$600
Partial Funding of Guest Artist	\$3,500
Grants	\$5,000
Total Revenue	\$21,850

Expenses

Artistic Direction pay	\$8,000
Guest Artist	\$6,000
Rhythm Section / Instrumentalists	\$1,000
Rehearsal Pianist	\$1,000
Sound Engineer	\$700
Advertising	\$2,000
Concert Venue Rental	\$500
Insurance	\$400
Concert Programs	\$1,600
Rehearsal Space Rental	\$950
Sheet Music	\$500
Performance Fees (Bandshell, street closure, etc.)	\$370
Total Expenses	\$23,020

INTERNAL REVENUE SERVICE
P. O. BOX 2506
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: FEB 27 2015

Employer Identification Number:

DN:

JEFFERSON STATE CHORAL COALITION
18621 DEAN INDIAN MEMORIAL ROAD
ASHLAND, OR 97520-0000

Contact Person: CUSTOMER SERVICE ID# 31984
Contact Telephone Number: (877) 829-5500
Accounting Period Ending: December 31
Form 990-EF Required: Yes
Effective Date of Exemption: September 15, 2014
Addendum Applies: No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2623. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a private foundation within the meaning of Section 509(a).

You're required to file Form 990-EF, Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation, annually, whether or not you have income or activity during the year. If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4321-EF" in the search bar to view Publication 4321-EF, Compliance Guide for 501(c)(3) Private Foundations, which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,



Director, Exempt Organizations

On Mar 22, 2017, at 10:54 AM, Gerald and Sonia Hill <GERSONHILL@msn.com> wrote:

Hi Leslie! I was just going to take an educated guess at it using the previous one as a guide. My phone number is 541-480-1200 and I will be available via phone for the most part after 12:10.

BYLAWS OF
JEFFERSON STATE CHORAL COALITION

ARTICLE I
NAME AND PURPOSE

Section 1. NAME

The name of the corporation shall be Jefferson State Choral Coalition (hereinafter the "Corporation") and the same is hereby incorporated as an Oregon public benefit non-profit corporation, without members.

Section 2. PURPOSE

The Corporation is formed to provide musical enjoyment to the public in Southern Oregon and Northern California.

Section 3. TAX EXEMPT STATUS

(a) Charitable Purpose. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable and educational purposes in such manner that supports the Corporation's status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as it is currently and shall thereafter be in force and effect.

(b) Prohibited Activities.

(1) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office.

(2) The Corporation shall not engage in or permit any act of self-dealing, as such term is defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(3) The Corporation shall not make any investments which would have the effect of subjecting it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(4) The Corporation shall not retain any excess business holdings as defined

in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(5) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(6) Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal and state taxation under Section 501(c)(3) of the Internal Revenue Code.

(7) The Corporation firmly endorses the principles underlying the laws of the State of Oregon and the federal government pertaining to civil rights and equal opportunity, including Title IX of the 1972 Education Amendments. The Corporation's policy prohibits discrimination on the basis of race, gender, age, color, sexual orientation, religion, creed, national or ethnic origin, marital status, or disability in the recruitment and admission of students and in operation of all the Corporation's programs, activities, and services.

(c) Profits; Irrevocable Dedication to Charitable Purpose. The Corporation is formed solely for charitable and educational purposes. The Corporation is not organized for, nor shall it be operated for, the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to any individual, 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 its specific and primary purposes. In accordance with the pertinent sections of the Internal Revenue Code, all property, whether real or personal, and all other assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes. No part of the profits or net income of the Corporation shall inure to the benefit of any director or officer thereof.

(d) Dissolution. Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision of payment of, all debts and liabilities of the Corporation, shall be used exclusively for the purposes of the Corporation in such manner, or to such organization or organizations which are organized and operated exclusively for, charitable and educational purposes, and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law) as the board of directors and membership shall determine. Any such assets not disposed of in accordance with this subsection, shall be disposed of by the Circuit Court of the State of Oregon, County of Jackson, exclusively for such purposes or to such organization or organizations as such Court shall determine.

ARTICLE II
DIRECTORS: MANAGEMENT

Section 1. POWERS

The business and affairs of the corporation shall be managed by a Board of Directors who shall exercise or direct the exercise of all corporate powers.

Section 2. NUMBER

The Board of Directors shall consist of not more than ____ members.

Section 3. ELECTION AND TENURE OF OFFICE

The directors shall be elected by ballot at the annual meeting of the directors, to serve for three years or until qualified successors are elected and accept office. Their term of office shall begin immediately after election. At the organizational meeting of the directors, directors shall be elected to terms of 1, 2, and 3 years so that the replacement of retiring Board members will be staggered. Directors shall not serve more than two consecutive terms.

Section 4. VACANCIES

(a) A vacancy in the Board of Directors shall exist upon the death, resignation or removal of any directors. A director shall be considered to have resigned if absent from three consecutive meetings without prior notice to the secretary.

(b) Vacancies in the Board of Directors may be filled by a majority of the remaining directors though less than a quorum, or by a sole remaining director. Each director so elected shall hold office for the balance of the unexpired term of the director's predecessor and until a qualified successor is elected and accepts office.

(c) If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5. REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any meeting of the Board by majority vote, provided, however, that such proposed action is stated in the Notice of the meeting.

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Section 6. MEETINGS

(a) Meetings of the Board of Directors shall be held at such place as may be designated from time to time by the Board of Directors.

(b) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by any Director.

Section 7. NOTICE OF SPECIAL MEETINGS

(a) Notice of the time of special meetings shall be given orally or delivered in writing, email, personally or by mail or fax at least seventy-two (72) hours before the meeting. Notice mailed, emailed, or faxed shall be directed to the address shown in the corporate records, or to the Director's actual address ascertained by the person giving the notice.

(b) Attendance of the directors shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. QUORUM AND VOTE

(a) A majority of the directors shall constitute a quorum for the transaction of business. A minority of the directors, in the absence of a quorum, may adjourn from time to time but may not transact any other business.

(b) The action of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors and of this corporation, except that an affirmative vote of two-thirds of the Directors present shall be required for the sale or disposition of substantially all of the assets of the corporation.

ARTICLE III OFFICERS

Section 1. DESIGNATION: ELECTION: QUALIFICATION

(a) The officers shall be a President, Secretary, Treasurer and such Vice Presidents and subordinate officers as the Board of Directors shall from time to time appoint, and all must be members of the Board of Directors. The officers shall be elected by, and hold office at the pleasure of, the Board of Directors. Any two or more offices may be held by the same person.

(b) A vacancy in any office because of death, resignation, removal, disqualification or any

other cause shall be filled by election of the Board of Directors.

Section 2. TERM OF OFFICE

(a) Term of office of all the officers of the corporation shall be fixed by the Board of Directors.

(b) Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors.

(c) Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the corporation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, provided that the Board of Directors may reject any post-dated resignation by notice in writing to the resigning officer.

Section 3. PRESIDENT

The President shall preside at all meetings of the Board of Directors. The President shall perform such other duties as the Board of Directors may, from time to time, authorize, and shall form the various committees of the Board.

Section 4. VICE PRESIDENTS

The Vice Presidents, if any, shall perform such duties as the Board of Directors shall prescribe. In the absence or disability of the President his or her duties and powers shall be performed and exercised by a senior Vice President as designated by the Board of Directors.

Section 5. SECRETARY

(a) The Secretary shall keep or cause to be kept at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of directors showing the time and place of the meeting, whether it was regular or special, and if special, how authorized, the notice given and the names of those present at Directors' meetings.

(b) The Secretary shall give or cause to be given such notice of the meetings of the Board of Directors as is required by the bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or bylaws.

Section 6. TREASURER

The Treasurer shall be responsible for the funds of the corporation, and pay them out only on the check of the corporation signed in the manner authorized by the Board of Directors.

ARTICLE IV CORPORATE RECORDS AND REPORTS -- INSPECTION

Section 1. RECORDS

The corporation shall maintain adequate and correct books, records and accounts of its business and properties. All of such books, records and accounts shall be kept at its place of business as fixed by the Board of Directors from time to time, except as otherwise provided by law.

Section 2. INSPECTION OF BOOKS AND RECORDS

All books, records and accounts of the corporation shall be open to the inspection by the directors at reasonable times in the manner and to the extent required by law.

Section 3. CERTIFICATION AND INSPECTION OF BYLAWS

The original or a copy of the bylaws and any amendments thereto certified by the Secretary, shall be open to inspection by the directors in the manner and to the extent required by law.

Section 4. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. EXECUTION OF DOCUMENTS

The Board of Directors may authorize any officer or agent to enter into any contract or execute any instruments in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE V
GENERAL PROVISIONS

Section 1. AMENDMENT OF BY-LAWS AND ARTICLES OF INCORPORATION

(a) The By-laws and/or Articles of Incorporation may be amended only by a majority vote of the Board.

(b) Whenever an amendment or new by-law is adopted, it shall be copied in the minute book with the original by-laws in the appropriate place. If any by-law is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

Section 2. WAIVER OF NOTICE

Whenever any notice to any director is required by law, the Articles of Incorporation or the Bylaws, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice. Appearance at any such meeting shall also serve as a waiver respecting the person appearing.

Section 3. ACTION WITHOUT A MEETING

Any action which the law, the Articles of Incorporation or the Bylaws require or permit the directors to take at a meeting may be taken without a meeting if a consent in writing setting forth the action taken is signed by all of the directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the directors, shall be filed in the records of minutes of the corporation.

ARTICLE VI
INDEMNIFICATION

Section 1. DEFINITIONS

(a) "Matter" shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding or appeals therefrom, or any criminal, administrative, or congressional (or other body's) investigation, hearing, or other proceeding.

(b) "Eligible Person" shall mean any person who at any time was or is a Director, a member of any committee or subcommittee, an officer, an agent, an employee or a volunteer of the Corporation.

Section 2. RIGHT TO INDEMNIFICATION

Any Eligible Person made a party to or involved in a Matter by reason of his or her position with, or service to, the Corporation may, to the fullest extent permitted by law, be indemnified by the Corporation against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Corporation, or (ii) in the case of a criminal Matter, the person had reasonable cause to believe that his or her conduct was unlawful, or (iii) the person shall be adjudged to be liable for intentional misconduct in the performance of a duty.

Section 3. LIMITATION ON RIGHT OF INDEMNIFICATION

Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that such Eligible Person met the applicable indemnification standard set forth in Section 2 above; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that such person or persons met the applicable indemnification standard set forth in Section 2 above.

Section 4. OTHER RIGHTS

The right of indemnification shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitle to indemnification, inure to the benefit of his or her heirs, executors or other lawful representative.

Section 5. INTERIM INDEMNIFICATION

The Corporation may, with respect to a Matter described in Section 2 advance attorney fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (i)(a) the Board (acting by a quorum consisting of Directors who are not involved in such litigation) determines that such Eligible Person is likely to meet the applicable indemnification standard set forth in Section 2, or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that such Eligible Person is likely to meet the applicable indemnification standard set forth in Section 2 above; and (ii) such Eligible Person (a) requests such interim indemnification, (b) agrees to repay such interim indemnification promptly upon a determination unfavorable to him or her under Section 3 and (c) deposits a bond or equivalent security.

Section 6. INSURANCE

The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity, or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE VII

CONFLICT OF INTEREST

Section 1. PURPOSE

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director, or which might result in a possible excess benefit transaction. This policy is intended to supplement, and not to replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. FINANCIAL INTEREST

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

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

The term, "compensation" as used herein, includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. In accordance with Section 3 of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. PROCEDURES

(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 the Board delegated powers considering the proposed transaction or arrangement.

(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 or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists, and shall proceed as provided below.

(c) Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation to the Board, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board shall determine whether the Corporation 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.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy. If the Board has reasonable cause to believe a director or officer has failed to disclose actual or possible conflicts of interest, it shall inform the director or officer of the basis for such belief and afford him or her the opportunity to explain the alleged failure to disclose. If, after hearing the director or officer's response, and after making further investigation as may be warranted by the particular circumstances, the Board determines that the officer or director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. RECORDS OF PROCEEDINGS

The minutes of the Board shall contain:

(a) The names of the persons who have disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding.

Section 5. COMPENSATION

(a) A voting director who receives compensation, directly or indirectly, from the Corporation, for services in any regard, is precluded from voting on matters pertaining to that director's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, for services in any regard, is precluded from voting on matters pertaining to that member's compensation, but shall not be prohibited from providing information to any committee regarding compensation.

Section 6. ANNUAL STATEMENTS

Each director, officer, and committee member shall annually sign a statement which affirms that such person has received a copy of the conflicts of interest policy; has read and understands the policy; has agreed to comply with the policy; and understands that the Corporation is charitable, 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.

Section 7. PERIODIC REVIEWS

To ensure the Corporation 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. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

The undersigned, corporate Secretary, herewith certifies the above Bylaws as the true and identical ones accepted and approved by the Board of Directors of this corporation on the ____ day of October, 2014.

Secretary

Dear City of Ashland,

We did not file a 990 for 2016 because our gross revenue was less than the required amount. If you do need this in the future, we can get this for you.

Thank you,

A handwritten signature in cursive script, appearing to read "Leslie", followed by a long horizontal line extending to the right.

Leslie Adams
Jefferson State Choral Coalition
Board Secretary / Treasurer

12:28 PM

03/22/17

Cash Basis

Jefferson State Choral Coalition

Balance Sheet

As of March 22, 2017

	<u>Mar 22, 17</u>
ASSETS	
Current Assets	
Checking/Savings	
Bank Accounts	
Checking - The Peoples Bank	16,106.21
Total Bank Accounts	<u>16,106.21</u>
Total Checking/Savings	<u>16,106.21</u>
Total Current Assets	<u>16,106.21</u>
TOTAL ASSETS	<u>16,106.21</u>
LIABILITIES & EQUITY	
Equity	
Net Income	16,106.21
Total Equity	<u>16,106.21</u>
TOTAL LIABILITIES & EQUITY	<u>16,106.21</u>