

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
TRUSSVILLE CITY SCHOOLS BAND FOUNDATION
(in lieu of an organizational meeting)**

As permitted by Section 10A-3-2.14 of the Alabama Nonprofit Corporation Law, the undersigned, constituting all of the directors of Trussville City Schools Band Foundation, an Alabama nonprofit corporation, hereby adopt the following resolutions in lieu of holding an organizational meeting of the directors and consent that the following shall be effective as of the date of this Unanimous Written Consent as fully as if the same had been adopted at a duly called meeting of directors held on such date:

RESOLVED, that the Articles of Incorporation of Trussville City Schools Band Foundation (the "Corporation") as filed in the Office of the Judge of Probate of Jefferson on County, Alabama on August 11, 2016, be inserted into the minute book of the Corporation;

RESOLVED, that each and all of the actions of Tina Ramsay, acting as the organizer of the Corporation, including, but not limited to:

(i) the adoption, execution and filing of the Articles of Incorporation of the Corporation; and

(ii) the naming of the following individuals as the initial directors of the Corporation to serve until the first annual meeting of the board of directors and until their successors are duly elected and qualified:

Paul Henderson
Tina L. Ramsay
Barry Scott Lewis
Marty Felts
Denise McManus
Jennifer Bender

are hereby ratified, approved, and confirmed in all respects;

RESOLVED, that the bylaws for the Corporation in the form attached hereto as Exhibit A are hereby approved and adopted as the official bylaws of the Corporation, and the Secretary of the Corporation is hereby directed to maintain the bylaws of the Corporation as they may hereafter be amended in current form in the minute book of the Corporation;

RESOLVED, that the Conflicts of Interest Policy in the form attached hereto as Exhibit B is hereby approved and adopted and shall be effective as of the date of this Unanimous Written Consent;

RESOLVED, that the following named individuals are hereby elected to serve in the offices designated opposite their names at the pleasure of the board of directors of the Corporation:

<u>Name</u>	<u>Office</u>
Paul Henderson	President
Tina L. Ramsay	Treasurer
Barry Scott Lewis	Assistant Treasurer
Marty Felts	Vice President of Concessions
Denise McManus	Vice President of Fundraising
Jennifer Bender	Secretary

RESOLVED, that the Corporation shall use the calendar year for federal income tax and financial accounting purposes;

RESOLVED, that the officers of the Corporation are hereby authorized and directed to make application to the Internal Revenue Service for recognition of the Corporation's exemption from federal income taxation, including, but not limited to, the filing of Internal Revenue Service Form 1023, *Application for Recognition of Exemption Under Section 501(c)(3) of the Code*, and such other and further forms and documents as they, in consultation with counsel for the Corporation, deem necessary or appropriate, and in that connection, said officers are further authorized and directed to execute and deliver for and in behalf of the Corporation an IRS Form 2848, *Power of Attorney and Declaration of Representative*, authorizing Tina L. Ramsay, to represent the Corporation before the Internal Revenue Service in connection with said application;

RESOLVED, that the President and Treasurer of the Corporation, acting jointly on behalf of the corporation, are authorized to open, maintain and close accounts at any bank or similar financial institution as may be necessary or appropriate for the conduct of the Corporation's business, that all resolutions required by such banks or other financial institutions with respect to such accounts are hereby adopted, and that the Treasurer or Secretary of this corporation is authorized to certify to any bank or similar financial institution the adoption of the resolution in the form used by that bank or similar financial institution;

RESOLVED FURTHER, that the President and Treasurer of the Corporation be, and each of them hereby is, authorized to deposit, or cause to be deposited, funds of the Corporation in any authorized account of the Corporation;

RESOLVED FURTHER, that the signature of two officers, one of which is the Treasurer or Secretary, and the second of which is the President or Vice-President, is sufficient to authorize the withdrawal of funds of the Corporation from any authorized account of the Corporation at any time and from time to time against checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money, when made, drawn, accepted or endorsed on behalf of the Corporation;

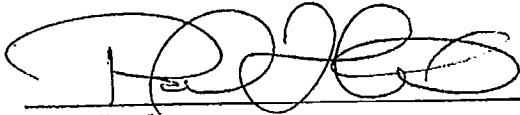
RESOLVED FURTHER, that the foregoing bank resolutions are standing resolutions and will remain in full force and effect until duly modified or rescinded, and that the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to deliver a certified copy of these resolutions to each bank or similar financial institution at which an account from which funds can be withdrawn is or will be maintained; and

RESOLVED, that the appropriate officers of the Corporation are hereby authorized to do any and all other or further things, and to execute any and all other or further documents, all on behalf of the Corporation, as they, in their sole discretion, may deem necessary or desirable to effectuate the purposes of the foregoing resolutions, to complete the organization of the Corporation and to cause the Corporation to commence the conduct of the charitable activities for which it was organized.

[Signature Page Follows]

Dated the 11th day of August, 2016.

DIRECTORS:



Paul Henderson

Tina L. Ramsay

Barry S. Lewis

Marty Felts

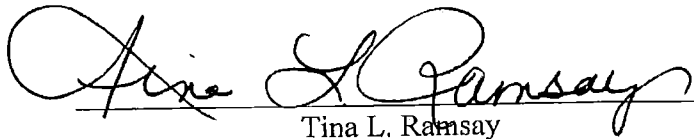
Denise McManus

Jennifer Bender

Dated the 14th day of August, 2016.

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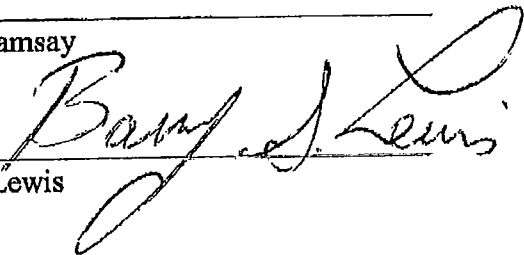
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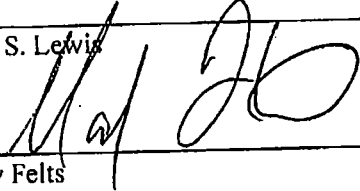
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EXHIBIT A

Bylaws

See attached

EXHIBIT B

Conflicts of Interest Policy

See attached

TRUSSVILLE CITY SCHOOLS BAND FOUNDATION

CONFLICTS OF INTEREST POLICY

Effective August 11, 2016

SECTION 1. PURPOSE:

Trussville City Schools Band Foundation (the "Corporation") is a charitable, tax-exempt organization whose directors and officers are chosen to further the charitable purposes for which it is organized and operated. The directors and officers have a duty to conduct the business and affairs of the Corporation in a manner consistent with such purposes and not to advance their personal interests or the interests of other persons who are not members of the charitable class intended to be served by the Corporation. At all times, the directors and officers should exercise their best care, skill, and judgment in carrying out their duties on behalf of the Corporation. This Conflicts of Interest Policy (this "Policy") is intended to permit the Corporation and its directors and officers to identify, evaluate and address any real, potential or perceived conflicts of interest involving a director or officer or other person in a position of influence with respect to the Corporation.

SECTION 2. COVERED PERSONS:

This Policy is applicable to all members of the board of directors and to all officers of the Corporation. Other persons in a position to influence any decision or action to be made or taken with respect to the business or affairs of the Corporation shall, as determined by the board of directors or the President of the Corporation, also be subject to and shall be required to comply with this Policy. For purposes of this Policy, reference to a "director or officer" or the "directors and officers" shall include any person described in the preceding sentence.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:

A conflict of interest can arise whenever a director or officer (or a member of a director's or officer's family): (1) has an existing or potential interest in a transaction or action involving the Corporation which impairs or might appear to impair the director's or officer's independent judgment in the discharge of his or her duties and responsibilities to the Corporation, or (2) may receive a material financial or other personal benefit from the director's or officer's knowledge of information which is confidential to the Corporation. The family of a director or officer includes, but is not limited to, his or her spouse, children, siblings, parents, grandparents, in-laws, and any others living in the same household with the director or officer.

It is difficult to define what might be considered an actual or potential conflict of interest. Generally, a conflict of interest arises if a director or officer has an opportunity to influence any actions or decisions by the Corporation's board of directors or any transactions in which the Corporation is involved in ways that could lead to a personal, financial or other valuable benefit or advantage to a director or officer, to a family member of a director or officer, to a business organization in which a director or officer holds a direct or indirect ownership or financial interest, or to other persons having a personal relationship with a director or officer. In addition to the conflicts of interest described above, the following relationships between a director or officer and a business organization are generally considered to create a conflict of interest:

1. Official relationships with banks or other financial institutions with which the Corporation regularly conducts business. For purposes of this Policy, an "official relationship" means

serving as an officer or director of the applicable business entity or organization or having a family member serving in any such position.

2. Official relationship with investment management firms, brokers or other businesses or firms providing investment services to the Corporation.

3. Official relationship with suppliers of goods or services to the Corporation.

4. Official relationship with any other parties conducting business with or having a relationship with the Corporation involving the payment of money or other consideration of value to or from the Corporation or the exchange of any tangible or intangible property or confidential information between such other parties and the Corporation.

SECTION 4. DISCLOSURE OF CONFLICTS OF INTEREST:

If a director or officer believes that he or she may have a conflict of interest with respect to any particular action, decision or transaction being considered by the board of directors, or any business or other transaction or relationship in which the Corporation is to become involved, he or she shall promptly and fully disclose the potential conflict of interest to the President or to any other director or officer designated by the board of directors or a committee thereof to receive such disclosure.

1. If the President, with advice of outside legal counsel, determines that there is in fact a conflict of interest with respect to a director, the conflict shall be reported to the full board of directors, and the affected director shall answer any questions about the matter that other directors may have. If the particular action, decision or transaction requires a vote of the board of directors, or of one of its committees, the affected director shall not be counted for purposes of a quorum nor shall he or she vote on the matter. The minutes shall reflect the fact that the affected director did not vote on the matter presented to the board of directors or the committee.

2. If the President determines that there is in fact a conflict of interest with respect to an officer, the President and the affected officer shall exercise their best judgment about the appropriate course to follow, which may include:

(a) Approval of the transaction despite the conflict if they are reasonably certain that the best interests of the Corporation will be served thereby;

(b) Referral of the conflicts of interest issue to the Corporation's outside legal counsel for advice; or

(c) Referral of the issue to the Corporation's board of directors, or a committee thereof established to consider and resolve conflicts of interest involving a director or officer, for a decision.


In all cases in which the President determines that there is in fact a conflict of interest with respect to an officer, the full board of directors shall be notified of the resolution of the issue and the affected officer shall agree to answer any questions about the matter that any directors may have.

3. If the President determines that there is no conflict of interest with respect to an action, decision or transaction involving a director or officer, they need not notify the board of directors, but the Secretary shall keep a record of the decision in the Corporation's official corporate records which shall be available to any director upon request.

CERTIFICATION

I hereby certify that I have read and understand and agree to comply with the foregoing Conflicts of Interest Policy.

Date: 8/11/16


Name: Paul Henderson

Date: _____

Name: Tina L. Ramsay

Date: _____

Name: Barry Scott Lewis

Date: _____

Name: Marty Felts

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Name: Denise McManus

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Name: Jennifer Bender

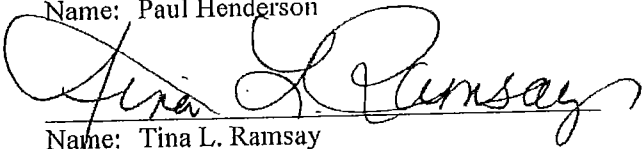
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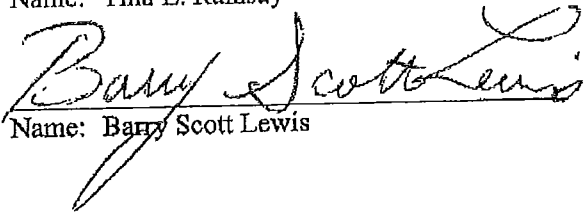
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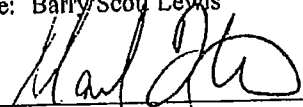
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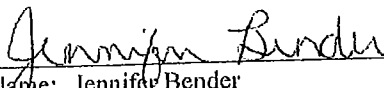
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Name: Marty Felts

Date: _____

Name: Denise McManus

Date: 8/10/16


Name: Jennifer Bender