

ARTICLES OF INCORPORATION
AND BYLAWS
of
Carolina Wind Symphony, Inc.

A South Carolina Non-Profit Corporation

THIS INCORPORATION AGREEMENT is made and entered into effective July 18, 2011, by the Board of Directors of the Carolina Wind Symphony, Inc. (the "Corporation").

ARTICLE I - Formation. Effective January 19, 2011, the Organizer formed a Non-Profit Corporation under the name Carolina Wind Symphony, Inc. on the terms and conditions in this Operating Agreement (the "Agreement") and pursuant to the South Carolina Nonprofit Corporation Act of 1994 (South Carolina Code § 33-31-101, *et. al.*; hereinafter referred to as the "Act") which is incorporated herein by reference. The Board and Officers have filed with the appropriate agency within the State of South Carolina charged with processing and maintaining such records all documentation required for the formation of the Corporation. The rights and obligations of the parties are as provided in the Act except as otherwise expressly provided in this Agreement.

ARTICLE II - Name. The business of the Corporation will be conducted under the name Carolina Wind Symphony, Inc.

ARTICLE III - Purpose. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational 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.

ARTICLE IV - Office. The Corporation will maintain its principal business office within the State of South Carolina at the following address: 7523 Irmo Drive, Columbia, SC 29212.

ARTICLE V - Registered Agent. Luce, Moore & Franklin, LLC is the Corporation's initial registered agent in the State of South Carolina, and the registered office is located at 7523 Irmo Drive, Columbia, SC 29212.

ARTICLE VI - Term. The term of the Corporation commenced on January 19, 2011 and shall continue perpetually unless sooner terminated as provided herein.

ARTICLE VII - Name and Address of Organizer. The Organizer's name and address is: Charles T. (Tim) Franklin, 412 Slipstream Lane, Chapin, SC 29036.

ARTICLE VIII - Limitations on Distribution of Assets. No part of the net earnings of the Corporation 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 Section 1.3 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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, the Corporation shall not carry on any other activities not permitted to be carried on (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 (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.

ARTICLE IX - Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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.

ARTICLE X - Attachments. Exhibits "A" and "B" are incorporated herein by reference.

WHEREUNTO on this 18th of July, 2011, the duly appointed members of the Board of Directors of the Carolina Wind Symphony, Inc. by their signatures below do hereby adopt the within written Articles of Incorporation.

Frank Buie

James H. Burns

Thomas S. Fitzgerald

Charles T. Franklin

Wendel E. Franklin

Roberta S. Hartman

Jonathan D. Moore

Edwin P. Seal

Jeffrey L. Stock

EXHIBIT "A"

BY-LAWS AND ORGANIZATIONAL AGREEMENT

for

Carolina Wind Symphony, Inc.

A South Carolina Non-Profit Corporation

SECTION 1

MEMBERS

1.1 Current Instrumentalists. All persons playing in the Wind Symphony at the time of the adoption of these Bylaws shall automatically be members of the Corporation upon payment of the established membership fee.

1.2 Admittance. Any person who is interested in joining this Corporation as an instrumentalist may become a member upon admittance by the Artistic Director and payment of his or her membership fee. Persons who apply to become playing members of the Corporation may be auditioned at the discretion of the Artistic Director. The audition or admission to membership may be allowed or denied solely at the Artistic Director's discretion based upon the prospective member's musical talents and qualifications.

1.3 Resignation. Any member may withdraw from the Corporation at any time upon giving notice to the Secretary of the Corporation.

1.4 Suspensions and Expulsion. A member may be suspended for a period or expelled for cause, such as violation of any of the by-laws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a unanimous vote of the Board of Directors. For cause(s) unrelated to the violation of the Corporation's by-laws or rules, including, but not limited to, musicianship or other issues related to the instrumental membership of the Corporation, all suspensions or expulsions will be handled in the Artistic Director's discretion, in accordance with Section 8 herein.

1.5 Concerts and Attendance. To be eligible to play in a concert, a member must attend each rehearsal, including the dress rehearsal. The Artistic Director may make individual exceptions to this rule. Given that circumstances may occasionally prevent an individual from attending a rehearsal, each member should contact the Artistic Director as soon as possible, or, at a minimum, twenty-four (24) hours before rehearsal, if he or she anticipates being absent.

1.6 Membership Fee. The membership fee shall be Thirty Dollars (\$30) per year/concert season (or \$15 per concert). In case of hardship, a waiver of the membership fee may be provided by the Treasurer on a case-by-case basis. Membership fees will be due before the third scheduled rehearsal for each concert.

SECTION 2 MEETINGS

2.1 Annual Meeting. A meeting of the members shall be held annually for the election of Directors and transaction of other business on such day in the month and in each and every year as is designated by the Board of Directors, who shall also designate the time and place of such meeting.

2.2 Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the President of the Board of Directors. The notice for such meeting shall state the purpose or purposes thereof and indicate at whose request the meeting is being called.

2.3 Rehearsals. Rehearsals shall be held once a week in a concert season for a period of approximately two hours at the discretion of the Artistic Director. Additional rehearsals may be occasionally scheduled. The rehearsal schedule will be set by the Artistic Director and/or the Board of Directors.

2.4 Notice. Notice of the annual meeting or of any special meeting stating the place, date and hour shall all be given personally by the president, by first class mail or via electronic communication not less than ten (10) nor more than thirty (30) days prior to the date of the meeting to each member entitled to vote at such meeting.

2.5 List of Members. Each member shall be entitled to cast one vote on any question brought up for vote at any meeting. A record of the members entitled to vote, certified by the Secretary of the Corporation, shall be produced at any meeting of members upon the request therefore of any member who makes such request. Any member whose name is on such list may vote at such meeting.

2.6 Quorum. At any meeting of the members, members entitled to cast a majority of the total number of votes entitled to be cast thereat shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

2.7 Adjourned Meetings. The members present may adjourn a meeting despite the absence of a quorum. When a determination of members of record entitled to vote at any meetings has been made, such determination shall apply to any adjournment thereof.

2.8 Voting. Every member of record shall be entitled to one vote on each matter submitted to a vote of the members. Directors shall be elected by a plurality of the votes cast at a meeting of the members entitled to vote in the election and any other corporate action to be taken shall be authorized by a majority of the votes cast at the meeting.

2.9 Proxy. The members may vote in person or by proxy. The appointment form of proxy shall be in writing and shall be received by the Secretary before the appointed time of the meeting via U.S. Mail, hand-delivery or generally accepted electronic means (including email and internet form submission), provided in each case the sender retains proof of transmission and receipt.

SECTION 3
BOARD OF DIRECTORS

3.1 Board of Directors. The business of this Corporation shall be managed by its Board of Directors (“the Board”). The number of Directors may be increased or decreased by action of the members or by the Board, subject to the limitation that no decrease shall shorten the term of any incumbent Director. Each Director shall be at least 18 years of age.

3.2 Term. The term of office of each Director shall be one year or until his or her successor has been elected and qualified, except that the term of the initial Directors shall be arranged so that the term of one third of the Directors will expire annually. For successor Directors, no person shall succeed himself or herself as Director after serving two full consecutive one-year terms.

3.3 Newly Created Directorships and Vacancies. Newly created Directorships resulting from an increase in the number of Directors, and vacancies occurring on the Board for any reason, may be filled by a vote of a majority of Directors then in office, regardless of their number. A Director elected to fill a vacancy shall hold office until the expiration of the Director predecessor’s term when a successor is elected and qualified.

3.4 Removal of Directors. Any and all of the Directors may be removed with or without cause by vote of the members, or for cause by vote of Directors when there is a quorum of not less than a majority present at the meeting of Directors at which the action is taken.

3.5 Quorum. A majority of the Board shall constitute a quorum for the transaction of business.

3.6 Meetings of the Board. Meetings of the Board shall be held at such time and place as fixed by the Board, but no less than once a year. Notice of such meetings shall be given by the Secretary at least five days prior to the meeting.

3.7 Nominating Committee. At least 20 days prior to the annual meeting in each year, the Board shall appoint a nominating committee consisting of three or more members. The nominating committee shall nominate at least one person to fill each of the Directorships. Such Directors shall have the duty of carrying out the activities of the Corporation in the area specified, together with such other duties as shall be assigned by the Board.

3.8 Appointment of the First Board of Directors. The initial Board of Directors shall be appointed by the Organizer and will be responsible for the adoption of the Articles of Incorporation and Bylaws. The initial Directors shall serve for a term of one year or until the first annual meeting.

3.9 Compensation. Except for reimbursement of reasonable expenses related to and on behalf of the Corporation, no Director shall, for reason of his/her directorship, be entitled to receive any salary or compensation.

SECTION 4
OFFICERS

4.1 Appointment. The officers of this corporation to be elected by the Board shall be the President, Vice President, Secretary and Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board of Directors may elect an assistant secretary and assistant treasurer and such other officers as the operation of the corporation requires.

4.2 Election and Term. All officers shall be elected by the Board to hold office for a term of one year or until his or her successor has been elected and qualified.

4.3 President. The President shall preside at all meetings of members and at all meetings of Directors, and shall supervise and manage all the business and affairs of the Corporation, subject to the control of the Board of Directors. The President shall have power to sign all certificates, contracts and other instruments in the name of the Corporation, to sign checks, notes and orders for the payment of money, and to appoint and discharge agents and employees, subject to the approval of the Board of Directors. The President shall perform all of the duties usually incident to that office.

4.4 Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

4.5 Secretary. The Secretary shall keep the minutes of all the meetings of the Board of Directors and of all meetings of the members. The Secretary shall give or cause to be given notice of all meetings to those who are entitled to notice; shall have charge of the corporate books and records; and shall, in general, perform all of the duties incident to that office.

4.6 Treasurer. The Treasurer shall have custody of all funds, securities and other valuable documents of the Corporation; when necessary or proper he shall endorse on behalf of the Corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the Corporation. The Treasurer shall receive and give receipts, and shall pay out the funds of the Corporation all just debts of the Corporation; shall keep or cause to be kept full and accurate accounts of all money received and paid out on account of the Corporation and whenever required by the President or the Board of Directors, shall render a statement of accounts. The Treasurer may be asked to give the Corporation security for the faithful performance of these duties in such sum and with such surety as the Board of Directors may require, the cost of which shall be paid by the Corporation.

4.7 Removal. Any officer elected or appointed by the Board may be removed by the Board with or without cause.

4.8 Vacancies. If the office of any officer becomes vacant, the Directors may appoint or elect any qualified person to fill such vacancy, who shall hold office for the unexpired term of his predecessor and until his successor is elected or appointed and qualified.

4.9 Compensation. Except for reimbursement of reasonable expenses related to and on behalf of the Corporation or as otherwise approved by the Board, no officer shall, for reason of his/her office, be entitled to receive any salary or compensation.

SECTION 5 COMMITTEES

Standing committees may be appointed by and serve at the pleasure of the Board of Directors.

SECTION 6 ORDER OF BUSINESS AND RULES OF ORDER

Except as otherwise provided in these Bylaws, all questions of order with respect to any meeting or action of this Corporation, its Board, or any committee appointed hereunder, shall be determined in accordance with Robert's Rules of Order, as revised from time to time, or other generally accepted procedural rules.

SECTION 7 AMENDMENT OF BYLAWS

Advance notice of a proposed amendment to these Bylaws, along with a copy of the proposed amendment, must be presented at a duly constituted meeting of the Corporation's membership at least 30 days or three full rehearsals prior to the meeting. A 2/3 vote of members present at such meeting shall be required for any amendment of these Bylaws.

SECTION 8 ARTISTIC DIRECTOR

The Artistic Director shall be approved by the Board of the Corporation and shall serve for a period of time that is mutually agreeable to both the Board and the Artistic Director. The Artistic Director shall have final approval over all musical selections performed by the Corporation. The Artistic Director shall have final approval over all musical performers in the Corporation, and shall perform all other duties normally and commonly associated with the director or conductor of a musical ensemble.

SECTION 9
HISTORIAN

The Historian shall be approved by the Board of the Corporation and shall serve for a period of time that is mutually agreeable to both the Board and the Historian. The Historian shall be responsible for security and maintenance of the historical records of the Corporation upon receipt from the Secretary or the Treasurer.

SECTION 10
FINANCES

The fiscal year shall be from July to June. The accounts shall be audited by the Board and the results submitted to members on a regular basis.

EXHIBIT "B"
CONFLICT OF INTEREST POLICY AND PROCEDURES
for
Carolina Wind Symphony, Inc.
a South Carolina Non-Profit Corporation

Article I
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

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

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization is negotiating a transaction or arrangement.

Article III
Procedures

1. 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 considering the proposed transaction or arrangement.

2. 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 the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee 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 an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who 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 governing board's or committee'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 proceedings.

Article V

Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization 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.

Article VII

Periodic Reviews

To ensure the Organization 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.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization'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.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.