

Bylaws of the Music Moves Mountains Foundation (MMMMF)

Created May 7, 2012

Article I – Name, Purpose and Nature of Organization

Section 1 – The name of the organization shall be the Music Moves Mountains Foundation (MMMMF)

Section 2 – The Mission Statement for MMMF shall be: MMMF is a perpetual series of projects, programs, and services utilizing the scientifically-proven powers of music to change and improve the quality of lives. The Foundation shall be established as a 501 (c) (3) non-profit organization that uses tax-deductible donations to facilitate these efforts. MMMF's goal is to offer free or affordable services to those in need of music therapy, education, and community outreach.

Section 3 – The Purpose of MMMF shall be: MMMF is a non-profit organization created to offer music therapy or music related services to children and adults suffering mental, emotional, or physical illnesses, developmental disabilities or disorders, depression or loss, trauma or stress. It will also provide the community a resource to educate, empower, and support its citizens in need while employing local artists, teachers, and therapists. Though based in Oklahoma, MMMF's goal is to reach beyond its borders with the support of grants, sponsorships, and donations.

Section 4 – MMMF shall be operated in accordance with IRS Section 501(c) (3), and the laws of the State of Oklahoma. MMMF shall not issue shares and no part of any money, property, assets, or net earnings of MMMF shall inure to the benefit of any Board member or officer. In the event of the dissolution of MMMF, all funds and properties shall, if possible, be transferred to an organization of like purpose of MMMF, in accordance with IRS Section 501(c)(3) and the laws of the State of Oklahoma.

Article II – Board of Directors, Committee Chairs, and Executive Director of MMMF

Section 1 – The MMMF Board shall be defined as all Elected Officers and Members of the Board of Directors. The Board is responsible for the overall policy and direction of MMMF, and delegate responsibility for day-to-day operations to the President, Executive Director, assigned committees and members. The Board receives no compensation from MMMF.

Section 2 – The founding Officers of MMMF shall be President: Wayne Duncan, Vice President: Steve Gilbert, and Jimmy Frost: Treasurer. The Board of Directors of MMMF shall consist of at least three at-large members, elected by the general members annually, and the Past President. The founding Executive Director shall be Julie Frost.

Section 3 – Committee Chairs shall be established and appointed as the Board deems necessary. Elected Officers and Board members may act as committee chairs.

Section 4 – A quorum shall be defined as a simple majority of the current Board members. Motions shall pass by a simple majority of those Board members present.

Section 5 – Board vacancies shall be appointed as needed by the Board.

Section 6 – The Board shall not be personally liable for debts or obligations of MMMF.

Article III – Duties and Rights of Elected Officers and Executive Director

Section 1 – The President shall have executive supervision over the activities of MMMF and shall preside

over all meetings. The President shall report annually on the activities of MMMF, and shall appoint committee chairs and other delegates not otherwise provided for. The President shall be considered an ex-officio member of all committees. The President shall also maintain a master file of all Officer and Board records, reviewable by any active member by appointment.

Section 2 – The Vice President shall assume the duties of the President in the event of absence, incapacity, or resignation, and shall assist the President whenever possible in their duties. The Vice President shall be the Properties Chair.

Section 3 – The Treasurer shall keep the financial records of MMMF, collect all funds, assist in the preparation of the annual budget, and with Board approval, shall be named on MMMF's bank account in order to sign documents, invest funds, pay debts and expenses, and disperse funds. The Treasurer will also see to the preparation of all tax returns, balance all accounts, have written reports available at all meetings, and prepare MMMF's books for an annual audit. The Treasurer shall assume the duties of the President if either the President or Vice President is absent at any meeting. The Treasurer's books shall be audited regularly, and at the time of transfer to the new Treasurer, by a person or persons appointed by the President.

Section 4 – The Executive Director or future elected Secretary shall keep the minutes of MMMF Board meetings and prepare those minutes for publication to MMMF, and assist Board members and committee chairs with needed correspondence. The Executive Director, with Board approval, shall also be named on MMMF's bank account in order to sign documents, invest funds, pay debts and expenses, and disperse funds. The Executive Director shall be paid as an employee of MMMF once the Board approves the expense in an operating budget.

Section 5 – Each Officer, Director and Committee Chair is responsible for keeping a written record of their term, as well as all notes, properties and monies associated with that office. These shall be presented to the office's successor.

Article IV – Board Meetings

Section 1 – Regular meetings of the MMMF Board shall be held quarterly, allowing for exceptions and special meetings as deemed necessary by the Board. Special meetings may be called by any board member providing all board members are notified at least 24 hours in advance. A quorum (defined as a simple majority of the current Board members) must be present to conduct the business of the Board. Motions shall pass by a simple majority of the Board members present.

Article V – Amendments

Section 1 – These bylaws of MMMF may be revised, amended, or otherwise changed by a simple majority vote of a quorum at a regular or special members' meeting. The MMMF monthly newsletter and MMMF website shall carry notification of the proposed changes at least 7 days before the vote.

Article VI – Construction and Terms

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of MMMF, the provisions of the Articles of Incorporation shall govern.