

**CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION
OF THE
AMERICAN ORFF SCHULWERK ASSOCIATION**

These Amended Articles supersede the existing articles and any amendments thereto.

FIRST: Name
 The name of said corporation shall be **AMERICAN ORFF-SCHULWERK ASSOCIATION.**

SECOND Principal Office
 The place in Ohio where the principal office of the corporation is to be located is the Township of Bainbridge, Geauga County.

THIRD Purposes
1. Said corporation is organized exclusively for 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 of 1954 (or corresponding provision of any future United States Internal Revenue Law).
2. In furtherance and not in limitation of the general powers conferred by the laws of the State of Ohio and the objectives and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers and purposes:
 (a) To direct a focus on the many and diversified efforts of persons and institutions manifesting interest and progress in Orff-Schulwerk Music for Children; to demonstrate Orff-Schulwerk's growth and vitality, and its relevance to the finest aspects of American education.
 (b) To disseminate relevant news and ideas in regard to Schulwerk philosophies and activities.
 (c) To renew inspiration and vision for persons who are presently using Orff's educational principals.
 (d) To offer enthusiasm and impetus to persons newly embarked on Schulwerk philosophies and techniques.

FOURTH: Membership.
1. Active membership shall be open to all interested in the objectives and the purposes of the corporation. Members shall belong and be assigned to the following categories:

Regular (Individual)	Industry	Institutional	Library
Student (Full-time)	Honorary	Retired	

2. The National Board of Trustees shall have the right to delete, alter or establish categories.

FIFTH: Organization.
1. The corporation shall be governed by the National Board of Trustees.
2. The National Board of Trustees shall consist of four elected officers who are (i) President, (ii) Vice President, (iii) Recording Secretary, (iv) Treasurer; two elected Regional Representatives from each region; and one elected Industry Representative, all of whom shall be members of the Association and each shall have one vote. The President, with the approval of the National Board of Trustees, shall then appoint other positions to the National Board of Trustees - none of whom shall have a vote on the National Board of Trustees.
3. The members of the Association shall have the right to establish the term of office of the (i) President; (ii) Vice President; (iii) Recording Secretary (iv) Treasurer..
4. The regional divisions of the Association shall be made by the National Board of Trustees according to the distribution of membership with consideration for geographical distances and relationships. This division shall be subject to periodic review.

ARTICLES OF INCORPORATION – FIFTH (cont.)

5. The membership shall have the right to delete, alter or establish offices on the National Board of Trustees.

SIXTH: Local Chapters

1. Any eight or more members of the corporation may form a local chapter of the corporation in their particular city or region. Upon fulfilling the six-month interim period, satisfying all necessary criteria set by the National Board of Trustees and upon agreeing to adhere to the corporation's Articles and Regulations, official chartering shall occur at the next following annual meeting of the corporation's members.
 - (a) Each chapter may organize its own administration with a minimum of three officers. All officers and other board members must be members of the corporation.
 - (b) Each chapter must adopt and submit a constitution within a two-year period after chartering.
 - (c) Each chapter will have the right to collect local dues to finance activities and this will in no way be the responsibility of the corporation.
 - (d) Each presiding officer of a local chapter will automatically become a member of the corporation's Advisory Board which shall meet at the annual meeting of members. Such presiding officers may attend any National Board of Trustees' meeting during the year, but without voting privileges and at his/her own expense.
 - (e) Each local chapter shall submit an annual report as required by the National Board of Trustees.
 - (f) A local chapter, having failed to submit its annual report within three (3) months as required by the National Board of Trustees, shall be placed on probation by the National Board of Trustees. The Executive Director shall communicate with other chapter officers for point of contact; if no response is received within the next three months, the delinquent local chapter shall be suspended. If no response is received by the following annual members' meeting, the charter shall be revoked.

SEVENTH: Net Earnings 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 Article Third 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 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

EIGHTH: Dissolution Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal

ARTICLES OF INCORPORATION – EIGHTH (cont.)

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.

NINTH:

Amendments

1. These Articles of Incorporation may be amended at any regular meeting of the AOSA or by mail ballot by two-thirds of the votes cast, provided that the amendment has been submitted in writing at the previous meeting.
2. The voting members of the National Board of Trustees may adopt Amendments to the Code of Regulations by the affirmative vote of a majority of the voting members present, provided a quorum is present.

TENTH:

Incorporation of Unincorporated Association

The corporation, formerly American Orff-Schulwerk Association, an unincorporated association, is incorporated pursuant to the provisions of Ohio Revised Code Section 1702.08 upon the affirmative vote of a majority of the voting members present at a duly convened meeting, the purpose of which was stated in the notice of the meeting, such notice having been duly given on September 19, 1977.

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