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**ARTICLES OF INCORPORATION
OF TODD COUNTY CENTRAL HIGH SCHOOL ALUMNI FOUNDATION
A CORPORATION**

The Todd County Central High School Alumni Foundation, Inc., a Kentucky nonprofit corporation without members (referred to below as the "Corporation" or the "Foundation") hereby adopts the following Articles of Incorporation:

The name of the Corporation is **Todd County Central High School Alumni Foundation, Inc.** The Corporation may be referred to as the "Foundation" or "TCCHSAF." The initial business address of the Corporation is P.O. Box 611, 107 South Perry Street, Elkton Kentucky 42220. The telephone number is 270-604-7875.

The Board of Directors of the Corporation adopted and approved the Articles of Incorporation of the Corporation at a duly convened meeting held in accordance with the Corporation's Bylaws on the 20th day of June, 2023. The Articles of Incorporation received a unanimous vote of the directors of the Corporation in office.

ARTICLES OF INCORPORATION

ARTICLE I

Name: The corporation's name is The Todd County Central High School Alumni Foundation, Inc. *with a principal office mailing address of PO Box 611, Elkton, KY 42220*

ARTICLE II

Duration: The Foundation shall have perpetual duration.

ARTICLE III

Purposes, Powers, and Prohibited Activities

1. **Purposes.** The Foundation is a Kentucky nonprofit corporation organized and operated exclusively for the following charitable purposes as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code") and the Treasury Regulations promulgated thereunder (the "Regulations"), and as may qualify contributions to it for deduction under Section 170(c)(2) of the Code and the Regulations promulgated thereunder.

Recorded: 7/17/2023 11:35:57 AM
County Clerk: Cindy O'Bryan
Frontline Clerk: ABA
County: Todd

In furtherance of the foregoing, the Foundation shall

(a) Conduct and carry on its work, not-for-profit, and, exclusively, for the charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

(b) Promote all educational, scientific, and literary efforts and enterprises by initiating, encouraging, and aiding scientific investigations, research, and humanitarian studies in connection with Todd County Central High School or its Alumni; to encourage and aid in the education and training of persons for the conduct of such investigations, research, and study; to furnish means, methods, and agencies by which such investigations, research, and study may be conducted; to assist in the dissemination of knowledge by establishing fellowships, scholarships, publications, and other means to make the benefits of investigation, research, and study available to the public; and to do all other acts reasonably designed to promote the public welfare.

(c) Organize, foster, promote, assist, and conduct such other charitable and educational enterprise, movements, activities in connection with Todd County Central High School Alumni as from time to time may be determined, selected, or decided upon by the Foundation's Board of Directors.

(d) Engage in such acts as are calculated to foster charitable, benevolent, eleemosynary, educational, civic, patriotic, literary, cultural, and scientific activities and enterprises in connection with the promotion of the Todd County Central High School Alumni.

(e) Establish and maintain, or assist in establishing and maintaining, at or in connection with Todd County Central High School Alumni scholarships to aid in the acquisition and dissemination of knowledge and to make gifts to or to enter into agreements and contracts with other corporations, organizations, institutions or persons for such purposes and to pay the necessary and appropriate expense therefor.

(f) Take and hold by gift, bequest, devise or purchase, either absolutely or in trust for any of the foregoing purposes, any property, real or personal, and to sell, exchange, transfer or convey such property (subject to such limitations as may be prescribed by law) and to invest and reinvest the same, and to apply the income and principal of such property or any accretion thereto as it may have at its disposal, for the benefit of Alumni of the Todd County Central High School.

2. Powers. Except to the extent prohibited by these Articles of Incorporation, the Foundation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Act, including without limitation, the general powers enumerated in KRS 273.171.

3. Prohibited Activities.

(a) The Foundation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

(b) No director or officer of the Foundation may or shall receive any pecuniary benefit from the Foundation; provided, however, that private individuals may be paid such amounts and reasonable

compensation for goods provided and services actually rendered and that are necessary to organize the Foundation and to carry out the purposes of the Foundation, as may be fixed in the manner provided by the Board of Directors. The Foundation is expressly precluded from advancing or loaning its directors, officers, or employees any money or property.

(c) The Foundation shall not in any manner or to any extent participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) The Foundation is not empowered to attempt to influence legislation or carry on propaganda within the meaning of Section 4945(e) of the Code.

(e) The Foundation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(f) The Foundation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

Any other provision of these Articles to the contrary notwithstanding, if the following provisions of law are applicable to the Foundation, then it shall: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute such amounts for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Foundation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE IV

Board of Directors and Officers

1. The Foundation's affairs shall be managed by a Board of Directors and by officers of the Board of Directors and administered by a President (as defined in the Bylaws). The Board of Directors shall consist of not less than five (5) persons and of such number in addition thereto as may result from the procedures for appointment contained in the Foundation's Bylaws.

2. Meetings of the Foundation's Board of Directors shall be held at such times and at such places as the Foundation's Bylaws may specify.

3. The terms of office, powers and duties, election process, manner of acting, and the qualifications or criteria for office for Directors and officers shall be as provided in the Bylaws.

ARTICLE V

Contracts or Transaction of Business with Directors and Officers

No pecuniary profit shall be received by any Director or officer from the operations of the Foundation by reason of his or her status as a Director or officer. Any contract or transaction of business between the Foundation and one or more of its Directors or officers, or with any corporation or other legal entity of which any of its Directors or officers is a stockholder, director, trustee or officer, shall not be invalidated or affected solely by the fact that such Director or Directors, or officer or officers, have or may have interests therein which are or might be adverse to the interests of the Foundation; provided, however, that a Director or officer who holds such a position or who has or may have such an interest adverse to that of the Foundation shall disclose such interest to the Board of Directors, and shall not vote on any such contract or transaction, although he or she may be counted in determining the existence of a quorum.

In addition to the foregoing, the Foundation shall have and maintain a conflict of interest policy applicable to its officers and Directors. This policy may be found in the Bylaws of the corporation.

ARTICLE VI

Dissolution

Dissolution of the Foundation shall be accomplished in accordance with Kentucky law. Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all remaining assets by distributing such assets to a Section 501(c)(3) purpose which shall be to provide educational scholarships to Todd County Central High School alumnus. If it is not possible to provide educational scholarships to a Todd County Central High School Alumni, the assets shall be given one or more organizations organized and operated at that time exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code. Any such assets not disposed of by the Board of Directors shall be disposed of at the direction of the Circuit Court of Todd County, in the manner described above.

ARTICLE VII

Limitation of Director Liability

No director shall be personally liable to the Foundation for monetary damages for breach of his or her duties as a director except for liability:

- (a) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Foundation;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
- (c) For any transaction from which the director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article VIII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Foundation shall be deemed to be eliminated or limited by this provision to the

fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Foundation existing at the time of such repeal or modification.

Further, the name of the registered agent is Carolyn Wells, 107 South Perry Street, Elkton, KY 42220.

ARTICLE VIII

Amendment of Articles

These Articles may only be amended with the approval of two-thirds of the Board of Directors of the Foundation.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these Articles of Incorporation on the 30th day of June 2023.

TODD COUNTY CENTRAL HIGH SCHOOL ALUMNI FOUNDATION, INC.

By: Jeremy Long, Jeremy Long, President

INCORPORATORS

Witness the hands of Anna Jo Parmley, Carolyn Wells, Charlotte Morrow, Jeremy Long, Joyce Darby, Linda Fritz, and Sue Neeble who are all seven (7) of the Incorporators and all of the same persons who are the seven (7) initial Directors of the Todd County Central High School Alumni Foundation Inc.

Anna Jo Parmley
ANNA JO PARMLEY
489 Allensville-Daysville Road
Olmstead, KY 42265

Carolyn Wells
CAROLYN WELLS
107 South Perry Street
Elkton, KY 42220

COMMONWEALTH OF KENTUCKY)
)
COUNTY OF TODD)

Subscribed and sworn to before me under penalties of perjury under the laws of the State of Kentucky that the foregoing is true and correct by **CAROLYN WELLS** THIS 30th DAY OF June, 2023.



[Signature]
Notary Public, KY, State-at-Large
My Commission Expires: 06/15/2024
Notary ID (if any): KYNP8842

COMMONWEALTH OF KENTUCKY)
)
COUNTY OF TODD)

Subscribed and sworn to before me under penalties of perjury under the laws of the State of Kentucky that the foregoing is true and correct by **CHARLOTTE MORROW** THIS 30th DAY OF June, 2023.



[Signature]
Notary Public, KY, State-at-Large
My Commission Expires: 06/15/2024
Notary ID (if any): KYNP8842

COMMONWEALTH OF KENTUCKY)
)
COUNTY OF TODD)

Subscribed and sworn to before me under penalties of perjury under the laws of the State of Kentucky that the foregoing is true and correct by **JEREMY LAW** THIS 30th DAY OF June, 2023.




[Signature]
Notary Public, KY, State-at-Large
My Commission Expires: 06/15/2024
Notary ID (if any): KYNP8842

COMMONWEALTH OF KENTUCKY)
)
COUNTY OF TODD)

Subscribed and sworn to before me under penalties of perjury under the laws of the State of Kentucky that the foregoing is true and correct by **JOYCE DARBY** THIS 30th DAY OF June, 2023.






Notary Public, KY, State-at-Large
My Commission Expires: 06/15/2024
Notary ID (if any): KYNP8842

COMMONWEALTH OF KENTUCKY)
)
COUNTY OF TODD)

Subscribed and sworn to before me under penalties of perjury under the laws of the State of Kentucky that the foregoing is true and correct by **LINDA FRITZ** THIS 30th DAY OF June, 2023.






Notary Public, KY, State-at-Large
My Commission Expires: 06/15/2024
Notary ID (if any): KYNP8842

COMMONWEALTH OF KENTUCKY)
)
COUNTY OF TODD)

Subscribed and sworn to before me under penalties of perjury under the laws of the State of Kentucky that the foregoing is true and correct by **SUE NEEBLE** THIS 30th DAY OF June, 2023.





Notary Public, KY, State-at-Large
My Commission Expires: 06/15/2024
Notary ID (if any): KYNP8842

**BYLAWS OF
TODD COUNTY CENTRAL HIGH SCHOOL ALUMNI FOUNDATION,
A CORPORATION**

PURPOSE: The TODD COUNTY CENTRAL HIGH SCHOOL ALUMNI FOUNDATION, INC. (TCCHSAF) was established as an independent organization and incorporated within the Commonwealth of Kentucky and under section 501(c) (3) of the US Tax Code for the purpose of supporting Alumni of the Todd County Central High School. This designation exempts the TCCHSAF from state and federal income taxes and makes the TCCHSAF eligible to receive tax-deductible contributions. This Foundation shall function as a corporation consistently with the requirements and limitations of its Articles of Incorporation as a tax-exempt entity. This Foundation may solicit and receive by gift, grant, devise or bequest and may acquire money and property in order to make contributions, grants, gifts and transfers of property, both real and personal, either outright or in trust, to or for the benefit of Todd County High School Alumni.

MISSION: The mission of TODD COUNTY CENTRAL HIGH SCHOOL ALUMNI FOUNDATION (TCCHSAF) is to create a culture of philanthropy that will advance the goals of Alumni of the Todd County Central High School through fund raising, prudent and trusted financial management and investment of resources given for the benefit of TCCHS Alumni and in keeping with the wishes of donors. The TCCHSAF will meet the highest standards of best practices in all aspects of its operation.

The TCCHSAF reaches out, connects, and celebrates its alumni and friends, embracing the present while looking to its future to build lifelong relationships and support of Todd County Central High School.

Our motto is “Celebrating Our Past, Our Present, and Our Future.”

OFFICERS

The Officers of the TCCHSAF will be no more than four, comprised of President, Vice-President, Secretary, and Treasurer. Officers serve one-year terms; however, should the Board wish to re-elect any current officer, he or she shall be re-elected at the Foundation’s monthly meeting in July. A Nominating Committee chaired by the Vice-President will confer prior to the July monthly meeting to recommend a slate of officers/directors for positions effective August of the same year. Elections shall take place at the July monthly meeting. Vacancies of officers/directors shall be appointed by the President and/or Vice-President and approved by a majority of the Board of Directors. In the event of the resignation or death of the President, the Vice-President will assume that position. If the Vice-President does not wish to become President, he/she will need to resign his/her office as Vice-President.

The President or Vice-President

The President or Vice-President shall preside at all meetings. When necessary, the Vice-President shall be responsible for forming a committee to select a slate of new officers and board of directors to be presented at the board's monthly meeting in July. Those officers and directors shall take office effective in August. In the absence of the President and Vice-President, the Foundation's members present at the meeting can elect a chairman to preside at that meeting.

The Secretary

The Secretary will keep minutes and report them for approval at the following meeting. Along with the President and/or Vice-President, the Secretary will also be responsible for gathering agenda items to be mailed to Board members prior to the meeting. Agendas will also be available at the meeting itself. When necessary, the Secretary will be responsible for correspondence, including notices to Board members regarding upcoming meetings.

The Treasurer

The Treasurer will provide a written report of financial status at each meeting. The Treasurer will be responsible for the Foundation's banking account(s), including check writing and withdrawal; however, two people, the treasurer and any other Board director, must sign checks. The Treasurer will prepare a tentative annual budget, to be presented in August.

COMMITTEES

Committees may be formed at the discretion of the President, with approval from the Board of Directors.

BOARD OF DIRECTORS

The Board of Directors shall consist of seven (7) members, including the four officers designated above and three directors-at-large. Terms for directors-at-large will be one-year terms; however, directors-at-large may serve more than one term.

The TCCHS principal and the TCMS principal may be non-voting directors-at-large.

When the Board members' terms are fulfilled, new members and/or current members will be elected/re-elected at the July meeting from a slate compiled by the Vice-President and his or her committee, mentioned above in the description of the Vice-President's duties.

The Board's decisions must be passed by a majority vote of the directors/officers present. In case of a tie, the President shall cast the deciding vote.

The Board may amend these by-laws at any time by majority rule.

MEETINGS

The Board of Directors shall meet quarterly prior to the regular meeting of the TCCHS Alumni Association. A meeting will be held in December if the need exists. In the event of school closing on a regular meeting day, the monthly meeting will be scheduled the following week. Special meetings may be called by the President or Board of Directors. In the event of a quarterly meeting conflict, the meeting will be scheduled at another time during the quarter.

A minimum of four Board members is necessary to conduct a meeting. In the absence of an elected officer(s), the number required for a quorum will be reduced one per vacant office.

Before the presiding officer calls a meeting to order, it is her/his duty to determine that a quorum is present. A quorum must be present at the commencement of every meeting and must remain present throughout the meeting. If a quorum is not present, the presiding officer calls the meeting to order, announces the absence of a quorum, and entertains a motion to adjourn. The only business that can be conducted at a meeting without a quorum is to take measures to obtain a quorum, recess, schedule another meeting, and adjourn. In the absence of a quorum, any business conducted is null and void. However, the inability to conduct business does not detract from the fact that the Foundation's requirements to hold a meeting were met. The meeting was convened (held), even though it had to adjourn immediately.

The Foundation's fiscal year will run from July 1 to June 30.

CONFLICT OF INTEREST POLICY

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's 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. This policy is intended to reflect the relevant portions of the Sample Conflict of Interest Policy contained in Appendix A of the IRS Instructions for Form 1023.

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. Compensation 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. 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.

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 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 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.

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 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.

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.

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.

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.

Use of Outside Experts

When conducting the periodic reviews as provided for above, 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.

NONDISCRIMINATION POLICY

The officers, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national

origin, and sexual orientation. It is the policy of this corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sex or national origin.

ADDRESS

The address of Todd County Central High School Alumni Foundation Inc. shall be:

P.O. Box 611
107 South Perry Street
Elkton, KY 42220

DISSOLUTION OF THE FOUNDATION

Dissolution of the Foundation shall only occur consistently with the dissolution provisions in the Articles of Incorporation of the Todd County Central High School Alumni Foundation, Inc. Assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Adopted the 20TH day of June 2023.

Signatures confirming adoption of the initial Bylaws of the initial four Officers and three Directors-at-Large, constituting the seven initial members of the Board of Directors, of the Todd County Central High School Alumni Foundation, Inc.


Jerry Long, President



Sue Neeble, Director-at-Large


Linda Fritz, Vice-President


Anna Jo Parmley, Director-at-Large


Carolyn Wells, Secretary


Charlotte Morrow, Director-at-Large


Joyce Darby, Treasurer

STATE OF KENTUCKY } Sct
COUNTY OF TODD
I, Cindy O'Bryan, Clerk of the Todd County Court, certify
that the foregoing instrument of writing was this day lodged
in my office for record. At 11:35 a M
Recorded in Book # misc-15 Page # 746
Witness my hand this 17 day of July 2023
Cindy O'Bryan Clerk T.C.C.
by: A. Ricchuk 16