

**Commonwealth of Kentucky**  
**Michael G. Adams, Secretary of State**

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Michael G. Adams  
Secretary of State  
Received and Filed  
4/15/2025 12:00:00 AM  
Fee receipt: \$8

Michael G. Adams  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718  
(502) 564-3490  
<http://www.sos.ky.gov>

**Articles of Incorporation**  
**Non-profit Corporation**

**NAI**

**Please Note:** This form does not automatically confer tax-exempt status. For additional information, contact the Internal Revenue Service prior to filing the Articles of Incorporation. Pursuant to KRS 14A and KRS 273, the undersigned hereby forms a nonprofit corporation and for that purpose sets forth the following:

Article I: The name of the nonprofit corporation is

**SLEEPING IN THE WOODS SONGWRITERS COLLECTIVE Inc.**

Article II: The purpose of the nonprofit corporation is **The Sleeping in the Woods Songwriters Collective is dedicated to fostering a vibrant community of songwriters in Kentucky and beyond.**

Article III: The name of the initial registered agent is

**John E Smithwick**

and the street address of the entity's initial registered office in Kentucky is

**3229 Raven Cir, Lexington, KY 40502**

Article IV: The mailing address of the entity's principal office is

**122 Cedar Lane Farm, Monticello, KY 42633**

Article V: The number of directors constituting the initial board of directors is **3**

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

<b>Director</b>	John E Smithwick	3229 Raven Circle, Lexington, KY 40502
<b>Director</b>	Nicholas Jamerson	191 Lakeview Village, Prestonsburg, KY 41653
<b>Director</b>	Jesse Dunn	449 Woods Dr, Northfield, VT 05663

Article VI: The name and mailing address of the incorporator is as follows:

<b>Incorporator</b>	John Smithwick	3229 Raven Circle, Lexington, KY 40502
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Additional articles not inconsistent with law may be stated in the space below.

**Bylaws of Sleeping in the Woods Songwriters Collective**

**Article I: Name**

**The name of this corporation shall be Sleeping in the Woods Songwriters Collective, and**

hereinafter in these bylaws will be referred to as “the Corporation”

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## **Article II: Duration**

The duration of the Corporation shall be perpetual.

## **Article III: Offices**

The registered office and mailing address of the Corporation will be 122 Cedar Lane Farm, Monticello KY 42633. The Corporation may have such other offices within the Commonwealth of Kentucky, as the Board of Directors may determine or as the affairs of the Corporation may require.

## **Article IV: Fiscal Year**

The Board of Directors shall have the power to fix and from time-to-time change, the fiscal year of the corporation. Unless otherwise fixed by the Board, the annual accounting period runs from January 1 to December 31.

## **Article V: Purposes**

The Corporation is organized exclusively for the purpose of fostering a vibrant community of songwriters in Kentucky and beyond. Our mission is to nurture creativity and collaboration among songwriters by providing resources, support, and opportunities for artistic growth. Through organizing songwriting retreats, festivals, and educational programs, we aim to empower individuals to express their voices and stories through the powerful medium of music, celebrating the art of songwriting as a vital part of our cultural heritage.

## **Article VI: Membership and Meetings**

### **Section 1. Membership.**

The membership of the corporation shall include individual persons, partnerships and corporations; provided, however, that each member partnership or corporation shall designate an individual person who shall be authorized by the partners or the corporation to vote on behalf of the member.

### **Section 2. Rights.**

The rights associated with membership in the corporation shall be uniform among all members. The right to vote associated with the membership may not be transferred or assigned. Each member shall be entitled to one vote at any meeting of the membership.

### **Section 3. Annual Meeting.**

An annual meeting shall be held in January each calendar year for the purpose of electing the Board of Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

### **Section 4. Meetings.**

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In addition to the annual meeting, the Board of Directors shall meet at least frequently at the call of the Board President or the Executive Committee open to non-officers, but the board reserves the right to close the meeting necessary. Board members will not be able to send a proxy to board meetings may submit a written or electronic statement indicating preferences or opinions. Failure to attend board meetings results in forfeiture of a board member's vote for the duration of that meeting.

#### **Section 5. Notice.**

Written notice of all meetings shall be provided under this section or as other required by law. The Notice shall state the place, date and hour of the meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be given to the member of the board by mail or e-mail at least seven (7) days in advance of the meeting date. At any meeting at which all of the Board of Directors shall be present, with or without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

#### **Section 6. Quorum.**

In order for the Corporation meetings to be deemed official, and be able to conduct business, a majority of the members plus one (1) must be present to achieve quorum. A quorum must be met for the transaction of business at any meeting of the Board of Directors.

#### **Section 7. Voting.**

The act of the majority of the Board of Directors present at a meeting at which quorum is present shall be the act of the Board of Directors, unless otherwise required by the Articles of Incorporation or by these Bylaws. No Board of Director may vote by proxy.

#### **Section 8. Manner of Conducting Board Meetings.**

The board may permit any or all Board of Directors to participate in a regular or special meeting by any means of communication by which all Board of Directors participating may simultaneously hear each other during the meeting. A Board of Director participating in a meeting by this means shall be deemed present at the meeting.

### **Article VII: Board of Directors**

#### **Section 1. Responsibilities.**

The business of the Corporation shall be managed by its Board of Directors. The Board of Directors shall be responsible for the accomplishment of the purposes of the Corporation. The Board of Directors shall have control and management of the affairs and business of the corporation. In addition, the Board of Directors shall be its governing board. The board of directors will meet at least quarterly and the Board President may call additional meetings when necessary. The Board of Directors shall have oversight of the Corporation's Executive Director and the organization to ensure that it complies with its purpose.

**Section 2. Number and term of office of the Board of Directors.**

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The board will consist of at least three (3) board of directors. Board of Directors shall serve two (2) year terms. Board of Directors may serve two (2) consecutive terms. If a director serves consecutive terms, an individual must not serve on the board for a minimum of two (2) years. Any officer shall serve at the pleasure of the Board of Directors.

**Section 3. Election of Board of Directors.**

Board of Directors shall be elected by the vote of the majority of the Board upon the recommendation of the Executive Committee at the Annual Meeting. In the event of a vacancy or vacancies on the Board of Directors, the Executive Committee shall make recommendation to the Board of Directors for the filling of such vacancy as soon as practical. New board members may be elected by a simple majority of the board.

**Section 4. Removal and Resignations.**

Any elected Board of Director may be removed with or without cause, by the affirmative vote of at least two thirds (2/3) of the then sitting Board of Directors (apart from the subject Board of Director member) at a legally held meeting of the Board. Any member of the Board of Directors may resign from the Board of Directors at any time by giving written notice to the Board President or Secretary and unless otherwise specified therein, such resignation shall be effective upon the delivery of such notice.

**Section 5. Compensation.**

No Board of Director shall be entitled to receive compensation for his or her service as contemplated under these By-Laws.

**Article VIII: Officers****Section 1. Number and Title of Officers.**

The Officers of the Corporation shall be President, President-Elect, Secretary and Treasurer. All Officers shall be elected by the Board of Directors from its membership at the Board of Director's annual meeting. All Officers are members of the Executive Committee. Any two or more offices may be held by the same person.

**Section 2. Duties.**

**President:** The Board of Director President shall preside at all meetings of the Board of Directors, shall appoint committee members except as otherwise provided by these Bylaws or directed by the Board of Directors, and shall be an ex-officio member of all committees. The President shall sign and execute all contracts or other orders for the payment of money in the name of the corporation; shall have the responsibility of the general and active management of the business of the corporation; shall see that all orders and resolutions of the Board are carried into effect; shall work closely with the Executive Director to meet fiscal and operational needs for the Corporation; and shall perform all such other duties as may from time to time be required by the Board of Directors.

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**President-Elect:** The Board of Director President-Elect shall assist the Board in the performance of the duties of that office and shall carry out such other duties prescribed by these Bylaws, by the President or by the Board of Directors in the temporary absence or inability of the President to preside or perform the duties of the President. Should the office of the President become vacant, the President-Elect shall serve as President for the remainder of the vacated term and then at the annual meeting succeed as the President-Elect to the office of President. At the time of such vacancy, the Board of Directors shall then elect a replacement to the office of President-Elect for the remainder of that term only. If the President-Elect is unable or refuses to become President either upon the vacancy in that office or at the annual meeting when they would become President, the President-Elect shall so state in writing and the Board of Directors shall immediately elect a new President to fill the vacated and/or new term.

**Secretary:** The Secretary shall keep minutes of all meetings of the membership and the Board of Directors; shall attend to the giving and serving of all notices of the corporation; shall keep records as required by the Board of Directors including records of membership of the corporation; and shall perform such other duties as may from time to time be required by the Board of Directors.

**Treasurer:** The Treasurer will serve as the financial officer of the Corporation, ensuring that current records are maintained that reflect the financial condition of the Corporation. The Treasurer shall oversee all funds and securities of the corporation which may come into its hands; shall endorse on behalf of the corporation checks, notes and other obligations and shall review deposits to the credit of the corporation in the board-designated bank monthly; shall review checks made by the corporation as directed by the President, President-Elect or Executive Director; shall review and sign off on a monthly financial statement reporting full and accurate accounts of all money paid and received in account of the corporation; shall render to the Board of Directors at each regular meeting thereof, or whenever the board may require it, a written account of all the transactions as treasurer and of the financial condition of the corporation; and shall perform all other duties as may from time to time be required by the Board of Directors.

### **Section 3. Election and Term of Office.**

The officers shall be elected annually by the Board of directors at the Annual Meeting of the Board of Directors. All Officers shall serve for a term of one (1) year, but serve at the pleasure of the Board of Directors for one (1) consecutive additional one (1) year term.

### **Section 4. Removal or Vacancy.**

The Board of Directors shall have the power to remove an officer. Any vacancy that occurs for any reason may be filled by the Board of Directors.

### **Section 5. Resignation.**

Any officer may resign the office at any time, such resignation to be made in writing, 30 days prior to taking effect. All vacancies in any office shall be filled promptly by the Board of Directors either at the regular meetings thereof or at meetings specifically called for that purpose.

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## **Article IX: Committees**

The Board of Directors can establish standing and/or ad hoc committees as needed. To the extent permitted bylaw, the Board of Directors shall designate its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committee(s)

## **Article X: Employees**

The Board of Directors shall employ such persons as may be necessary to perform those functions necessary to effectuate the purpose of the Corporation including an Executive Director. Personnel of the corporation shall perform those duties prescribed by the Board and shall be subject to any policies, procedures or regulations of the corporations.

## **Article XI: Parliamentary Authority**

Robert's Rules of Order, revised, latest edition, shall govern the proceeds of the corporation except where superseded by these By-Laws.

## **Article XII: Indemnification and Insurance**

### **Section 1. Indemnification.**

Unless otherwise prohibited by law, the Corporation shall indemnify any Board of Director or officer, any former Board of Director or officer, any person who may have served at its request as a Board of Director or officer of another corporation, whether for-profit or not for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to manners as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.

### **Section 2. Payments.**

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Board of Director, officer, or employee. The

Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Board of Director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof. The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such Board of Director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification

permitted by law.

### Section 3. Insurance.

The Board of Directors may authorize the purchase of insurance on behalf of any officer, employee, or other agent against any liability asserted against or incurred by a person which arises out of such person's status as a Board of Director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law. In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individuals under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code").

### Section 4. Protection of bylaws from suit.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

### Article XIII: Dissolution

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds vote of the Board of Directors. In the event of the dissolution of the Corporation, the remaining assets shall be applied and distributed as follows: Will be distributed exclusively for charitable and educational purposes; the Corporation's liquid assets will be distributed to other 501(c)(3) organizations after all outstanding debts have been satisfied; other assets such as land or tools will be given as gifts to other 501(c)(3) organizations; the board will determine which nonprofit organizations will receive these gifts upon dissolution.

### Article XIV: Periodic Review

To ensure that the Corporation 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: whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation'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 excess benefit transaction.

### Article XV: Amendment to Bylaws

The bylaws may be amended, altered or repealed by the Board of Directors by a two-thirds majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least seven (7) days before the meeting. An Officer, Officers or the Executive Director may introduce an amendment for discussion and subsequent vote.

### Certification

Nicholas Jamerson, Board President of the Sleeping in the Woods Songwr  
Jesse Dunn, Board Secretary of the Sleeping in the Woods Songwriters C  
the foregoing is true and a correct copy of the Bylaws of the above name  
April 15th 2025.

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This filing will be effective on **Tuesday, April 15, 2025.**

I declare under penalty of perjury under the laws of the state of  
Kentucky that the foregoing is true and correct.

Signature of individual signing on behalf of **Incorporator: John E  
Smithwick**

I, **John E Smithwick**, consent to serve as the Registered Agent on  
behalf of this entity on Tuesday, April 15, 2025.

