



# **Project Fortissimo**

**A Performing Arts Nonprofit Organization**

**Victoria Brown – Fall 2020**

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# Executive Summary

The Concept for my Non-Profit Project Fortissimo was born out of a desire to give students who don't normally get the performance opportunities they deserve or need a place to perfect their craft

Project Fortissimo primary goal is to give professional experience to high school and college students who otherwise would not be given the opportunities. Project Fortissimo promises to search for local talent before extending the search elsewhere. We also promise to host events during the off-season to serve full time members of the community and not just tourists. We will do this by hiring local high school students who can perform year-round and not just on breaks as well as putting on masterclasses and cabaret performances during the school year.

In the performing arts industry, it is often a challenge to get a job without previous experience. With Project Fortissimo focusing on performances that are more cabaret style and not full staged productions, light resumes or not having leading roles in the past will not prevent a performer from getting hired so long as the talent is there. Another thing that Project Fortissimo will offer both its high school and college age performers acting, dance and voice lessons to help sharpen their skills for future auditions and jobs post-graduation. We will be able to do this by enlisting teachers from the local performing arts high school, local dance studios, and independent voice teachers in the area.

Project Fortissimo will provide audiences with a unique experience because it is an experience that cannot be found many places in The United States. The concept of dinner and a show has existed for centuries and when you put them together and enjoy a show while you are eating a whole new experience is created. Project Fortissimo will establish its offices inside The Post Office Café and Cabaret where we will bring in local high school

students and college performing arts students to be the wait staff and serenade guests with musical theatre pieces from across the years while they are eating. Project Fortissimo will also offer programming such as a Christmas shows where the performers present classic Christmas repertoire, Monthly cabaret nights where the performers showcase what they have been learning in their voice lessons. We will also offer masterclasses with industry professionals who visit Provincetown to impart wisdom on the performers who want to get where they currently are. One final piece of programming that Project Fortissimo will offer is hosting stars such as Seth Rudetsky and Billy Porter who visit Provincetown regularly and having them perform their own shows where the student performers can guest perform alongside professionals.

To engage with the community of Provincetown, Project Fortissimo will do several things. First, we will host open houses so that members of the community can come into our venue as well as see and hear what we are doing as an organization. Next, we will partner with local organizations such as the art museum and local shops to be sponsors. Finally, we will advertise locally and support other local business events to show that we are fully invested in the community and that the community can trust us.

# Mission, Vision, Values, and Goals

## **Mission Statement**

Project Fortissimo is dedicated to making the musical theatre dreams of students a reality by providing professional experience and industry tools

## **Vision Statement**

Within Ten Years of establishment, Project Fortissimo would like to have provided experience and industry training to at least 200 students. Project Fortissimo would also like to be established in 4 different restaurant locations across the United States within 15 years of being established

## **Values Statement**

Dedication, Education, Excellence, Respect, Community Engagement, Passion, Collaboration, Diversity, Inclusivity, Creativity

## **Goals and Objectives**

Year 1

- Goals
  - Establish Board of Directors
  - Renovate performance space
  - Hold auditions for 1<sup>st</sup> summer
  - Have open house for potential donors and members
- Objectives
  - Raise Community awareness of organization
  - Make sure restaurant has performance capabilities

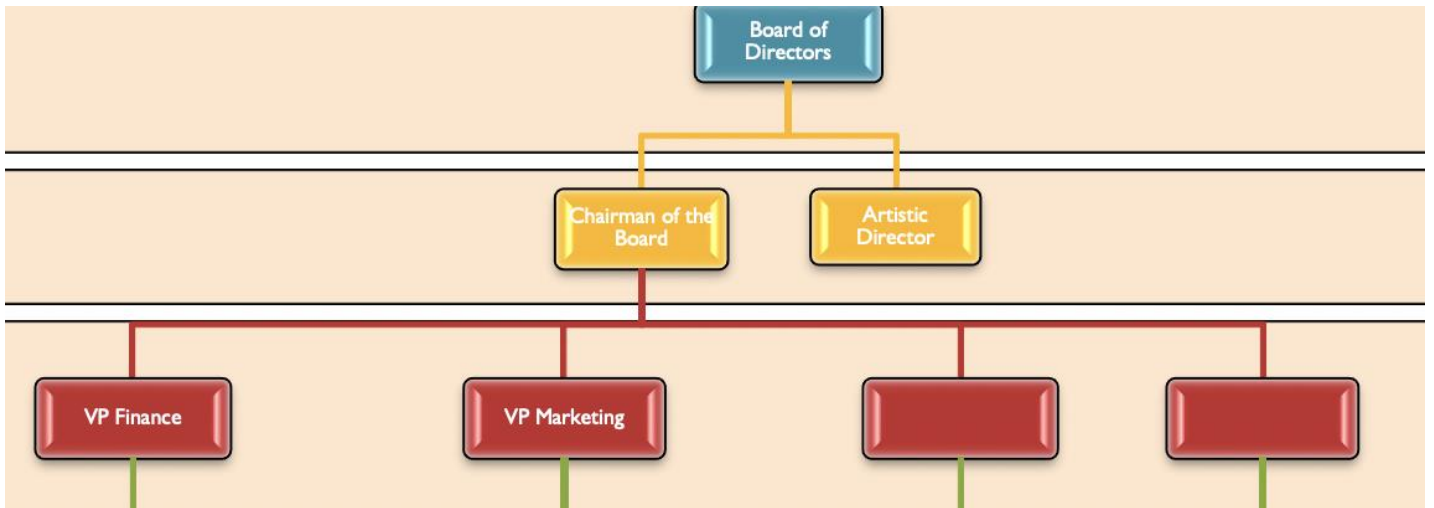
Year 2

- Goals
  - Have first full service
  - Membership Drive
  - Have 1<sup>st</sup> cabaret performance
- Objectives
  - Get butts in seats to see performers casted
  - Get donations to keep organization running and get community invested

### Year 3

- Goals
  - Have 1<sup>st</sup> masterclasses with industry professionals
  - Hire some fulltime staff
  - Continue with membership and donor efforts
- Objectives
  - Show community we are fully invested
  - Deliver on education and dedication value by allowing performers to learn from industry professionals who are where the students want to be

# Organizational Chart



# Marketing Analysis and Plan

## Marketing Mix

### Product:

Project Fortissimo provides an immersive musical theater experience where patrons come to eat and during their meals, they get to listen to the wait staff consisting of college and local high school students sing pieces from their musical theatre repertoire.

### Price:

Product Price: For regular meal service patrons will not be charged. For monthly staff showcases and professional cabaret's adult tickets will be \$20 for general admission and \$10 for student.

Marketing Price: Project Fortissimo will utilize more cost-effective options of marketing such as Facebook events and other forms of social media. We will also utilize flyers hung in other local businesses, street performances on commercial street, and brochures that can be put in mailboxes by volunteers.

Discounts: Group discounts will be given on showcase and cabaret nights to parties larger than six (6) people. Parties of six or larger can purchase a table for \$30.

### Place:

Place of Programming: The Post Office Café and Cabaret 303 Commercial Street Provincetown, MA 02657.

Merchandise: T-Shirts, Laptop Stickers, and Coffee Mugs will be sold at the front counter all year round.

### Promotion

Place of Marketing: Website, Social Media, Local Newspaper, Brochures, Postcards, and Chamber of Commerce Website. Project Fortissimo will largely advertise using the social media platforms Facebook, Instagram, and Twitter. We will also partner with local arts organizations such as The Highland House Museum, Provincetown Art Association and Museum, and Cape Art Tiles. These organizations will help promote Project Fortissimo on their social media platforms, website, and hanging our flyers in their venues. The Board of Directors will also be expected to promote Project Fortissimo as well as using their contacts in the community to promote our organization. Finally, Project Fortissimo will contact popular tourist websites such as the Provincetown tourism website and TripAdvisor.

## Marketing Planning and Process

## Organization Profile and Audit

### Mission:

Project Fortissimo is a Performing Arts Non-Profit Organization dedicated to making the musical theatre dreams of students a reality by providing professional experience and industry tools.

### Vision:

Within Ten Years of establishment, Project Fortissimo would like to have provided experience and industry training to at least 200 students. Project Fortissimo would also like to be established in 4 different restaurant locations across the United States within 15 years of being established.

### Values:

Project Fortissimo values Dedication, Education, Excellence, Respect, Community Engagement, Passion, Collaboration, Diversity, Inclusivity, and Creativity.

### Programs of Activity

- Partner with local acting, dance, and voice teacher who can help our student performers strengthen their skills in the major areas of performing.
- Partner with industry professionals who can provide masterclasses and community question and answer sessions.

### Current Plans:

- Establish a Board of Directors and create relationships with other arts organizations, small businesses, and figures in the community.
- Fundraise and execute the first dinner service and monthly showcase.
- Create Marketing and Fundraising plan

## Environmental Analysis

### Demographic:

Project Fortissimo is based out of the Post Office Café and Cabaret in Provincetown, Massachusetts. The year-round population of Provincetown is 2,942. Provincetown typically gets between fifty and sixty thousand tourists a year with May through October being the most popular time for tourist visits. The median age in Provincetown is 52 years old. 34% of the population have earned a bachelor's degree.

### Economic:

Provincetown Median Household Income: \$41,140

Political:

The Democratic Party is the dominant political party

Cultural:

The population of Provincetown is 91.5% (2, 691) white, 4% (118) Black or African American, 0.6% (18) American Indian or Alaskan Native, 0.6% (18) Asian, 0.0% Native Hawaiian or Other Pacific Islander, 1.6% (46) Other Race, and 1.7% (50) Two or more races.

### Challenges and Opportunities

What factors limit the Organization?:

The amount of arts that already exist in Provincetown from theatre companies, museums and art galleries to Bars on commercial street that hold drag night and other forms of performance. A marketing plan that centralizes the uniqueness of Project Fortissimo and the experience we offer the community and potential patrons. In addition, our marketing plans needs to emphasize the mission of providing students with opportunities they wouldn't have otherwise.

What factors will permit better fulfilling mission?:

Provincetown has always been a vibrant arts community with people who are willing to expand the idea of what musical theatre can be. Due to this and the fact that the experience Project Fortissimo is bringing to the community is unlike any arts that already exist people will be willing to come and get the experience to see what its like. If we are successful on delivering that unique experience it will spread through word of mouth and repeat patrons. The local arts high school will also provide beneficial because we will be able to pull students who don't get as many performing opportunities at school and bring them in to give that experience as well as bringing some teachers from the school in to provide classes to the staff to help them grow in performing. Both of these factors will lead to more community involvement with local students making up a majority of the performers.

### Overall Objectives

Specific and Time Sensitive:

Create an environment where students who aren't getting as much experience as they would like can come and grow as artists and performers. Offer opportunities to collaborate with industry professionals who can help the students learn what the industry they want to go is actually like and how they can get to where they want to go in life and achieve their goals.

Quantifiable:

Increase donor and local partnerships by 4% in the first 5 months and 10% in the next fiscal year.  
Increase attendance by 3% each quarter.

### Marketing Strategies

#### Target Marketing:

- Project Fortissimo's primary target audience is tourists and seasonal residents of Provincetown
- Secondary target audience is full time residents of Provincetown and other surrounding towns on Cape Cod

#### Positioning:

Positioning Statement: "We provide a unique experience unable to be found anywhere in town or on the Cape that combines the dinner and a show experience into one location."

#### Product:

Tourists enjoy having experiences they cannot find any other town they could visit on vacation. Communities also love having new places to try in their town outside of the places they frequent. Project Fortissimo will also allow tourists and residents alike to support local performers and help their dreams of performing come true

#### Price:

By charging admission to monthly showcases and cabaret nights, Project Fortissimo will be able to make an income and profit allowing us to grow and innovate our experience

#### Distribution:

Project Fortissimo will distribute tickets access to tickets for showcases and cabarets via the website. Students and Staff from The Cape School of Art will have access to tickets directly from Project Fortissimo

#### Service:

Services will be subject to change as deemed necessary by board and patron surveys. Project Fortissimo will send out monthly emails, quarterly newsletters to donors, volunteers, and patrons to inform of what our organization is doing. All social media platforms and official website will be updated continuously

#### Promotion:

- Advertising for Project Fortissimo will be simple yet eye catching to grab the attention of potential patrons while at the same time leaving them curious and wanting to come in and see what our organization is all about. Advertising will take place through social media graphics, email blasts, distributing of flyers and brochures, and having members of the board speak and other volunteers at school PTA meetings and other town events.
- Mostly free and lower cost options will be utilized for the first three to five years. After that time Project Fortissimo will expand methods of advertising and partner with a local advertising firm.

### Marketing Process

The Vice President of Marketing will develop a budget for our marketing plan which will then be taken to the board as a whole for full approval. After approval plan will be implemented within the first three (3) months of existence.

- Materials necessary for the execution of the marketing plan will be created and developed within the first six months
- Marketing plan will put into full effect by the beginning of the second year
- At the beginning of the third year of existence examine possibility of expanding and reexamining the marketing plan

### Controls and Evaluation

- Project Fortissimo will utilize design systems and software to pull, evaluate, and report on quantitative data on each various advertising method. The Data collected will inform the marketing team on social media interaction and how successful each method was
- Upon purchasing tickets online, patrons will be provided with a space to indicate how they heard about the festival (i.e. advertisements, friends/family, Miami Visit website, etc.). The Board of Directors, in partnership with the Marketing Team, will analyze the collected data after each year and decide which advertisements were the most effective in reaching the target audience(s) and which strategies should be reinstated into a revised Marketing Plan.

### Marketing Timeline

	January	February	March	April	May	June	July	August	September	October	November	December
Marketing	Yellow bar											
Fundraising	Purple bar											
Outreach	Orange bar			Orange bar			Orange bar			Orange bar		
Showcases	Green bar											
Cabarets			Blue bar			Blue bar			Blue bar			Blue bar

Project Fortissimo will continuously advertise on all social media platforms and fundraise in the community all year round. The Board of Directors will partake in outreach programs to the cape school of the arts in mid-January and beginning of April to colleges in order to get students involved in the organization. Auditions for being a member of the wait staff will take place in March, April, and May. Full services will begin in Mid-June and will run through Mid-September.

# Operations Plan

## **Initial Board of Directors**

- Chairman of the Board: David Brown
  - Organized
  - Passionate about the Arts
  - Non-Profit Experience
  - Established Leader
- Artistic Director: Ben Platt
  - Performing Experience
  - Producing Experience
  - Passionate
  - Leader
- VP of Finance: Bill Brown
  - Non-Profit experience
  - Lots of leadership experience
  - Knowledge of the arts
  - Outside perspective
- VP of Marketing: Beth Adele
  - Has worked in arts advertising
  - Marketing expert
  - Outside Perspective

## **Bylaws**

- See Appendix

## **Articles of Incorporation**

- See Appendix

## **IRS Non-Profit Status**

- File Articles of Incorporation
- Complete 1023 Form, or Recognition of Exemption Application
- Complete 8718, or User Fee for Exempt Organizations Determination Letter Request
- Pay \$500 application fee

## **Policies**

- Human Resources
  - Board Members are expected to act in a responsible and professional manner that reflects what Project Fortissimo stands for
- Fundraising
  - Funds will be raised through methods including but not limited to, grants, donor contributions, sponsorships, and fundraising events
- Laws and Regulations
  - Board Members and volunteers will not participate in lobbying for any candidate for public office

## **Systems**

- Board of Directors
  - Board Member Training Programs

- Recruitment, Application, and Interview Process for new members of the board
- Board replacement search committee
- Organizational Chart
- Job description sheet for all positions in the organization
- Board policy and operation systems
- Process for board evaluation
- Calendar of board and organizational events
- Planning
  - Event Planning Guides
  - Marketing plan
  - Development and Fundraising plan
  - Yearly operations plan
- Program and Outcomes Evaluations
  - Data collection
    - Net Profit Tracker
    - Survey's and Questionnaires
      - Database to store information gathered from survey's and questionnaires
- Information Management
  - Board Records
  - Client Records
  - Volunteer Records

- Financial Records
- Donor Records
- Mailing Lists
- Technology Backups
- Disaster Recovery Plan
- Volunteer Management
  - System for recruiting
  - Interview Process
  - Training Process
  - System of Retention
- Finances
  - Financial Policies
  - Yearly Budgets
  - Manual of Internal Controls
  - Inventory System
  - Cash Flow System
  - Accrual Accounting System
  - Auditing System
  - Program Analysis System
- Communications
  - Official email addresses for all board members
  - Communications plan and web usage
  - Yearly reports

- Brochures
- Media Relations Strategies
- Insurance
  - Policies for Risk Management
  - Coverage for all technical equipment
  - Coverage for potential performance injuries
- Legal
  - Bylaws
  - Articles of Incorporation
  - Documentation of Tax Status
- Facilities
  - Fire and Carbon Monoxide Procedures
  - Active Shooter Procedures
  - Other miscellaneous emergency procedures

### **Fiduciary Responsibilities and Accountability**

- Budget will go to The Board for approval
- Financial Records will available at the end of the fiscal year for donors to see where their money is going

### **Volunteers**

- A core group of volunteers will be interviewed and trained for the first year of operations
  - Interview and Training will be conducted by the board

- VP of marketing will oversee volunteers for the first year of operations to help market and get the word out about “Project Fortissimo”
- After Year 1 more volunteers will be accepted and overseen by committee heads upon the establishment of committees

### **Tracking**

- Comment Cards will be placed on every table to be filled out before patrons leave
- Monthly Surveys will be sent out to volunteers to be reviewed and examined by The Board
- Surveys will be sent out to The Board quarterly to be filled out and discussed at the boards upcoming monthly meeting

### **Recording**

- Minutes will be taken at each board and committee meeting and will be posted for The Board to go back and review after the meeting
- Survey answers will be put in a database

### **Reporting**

- The Board reports to the Chairman of The Board
- Volunteers report to VP Marketing

### **Short/Intermediate/Long Range Plans**

- Short
  - Establish a presence in the community so we can begin to make partnerships and start earning the trust of the community
- Intermediate

- Find college and high school students who we can form a relationship with and who can become core performers until they graduate
- Long-Range
  - Expand into towns beyond Provincetown in order to give more students to opportunity to experience in the Musical Theater industry

### **Organizations Plan to Engage, Serve, and Enhance Quality of Life in its Community**

- We offer an experience that cannot already be found in Provincetown and many other places in the U.S.
- Project Fortissimo will offer experience and education to students who might not be afforded the opportunities without the organization

### **Unique Qualifications**

- Project Fortissimo is unique because not many organizations like it exist. The Fortissimo will partner with a restaurateur and go into local restaurant and create an immersive musical theatre experience found at Ellen's Stardust Diner. Another thing that makes Project Fortissimo unique is that the singing staff will be comprised of college students and students from local high schools

# Financial Plan

	Approved Budget	Budget Adjustment	Adjusted Budget	Actual	Budget Balance
<b>Revenue:</b>					
Campaign Pledges	\$50,000		\$50,000	\$30,000	\$20,000
Grants	\$6,000	\$4,000	\$10,000	\$6,000	\$4,000
Donations	\$3,000		\$3,000	\$3,000	
Interest	\$5,000	\$2,000	\$7,000	\$7,000	\$2,000
Ticket Sales	\$15,000		\$15,000	\$15,000	
Merchandise	\$500	\$500	\$1,000	\$500	\$500
Special Fees	\$2,000		\$2,000		\$2,000
Showcase Fees	\$4,000		\$4,000		\$4,000
<b>Total Revenue</b>				<b>\$67,500</b>	
<b>Expenses:</b>					
Primary Programs					
Monthly Showcase	\$5,000	\$3,000	\$8,000	\$6,000	\$1,000
Cabarets	\$8,000		\$8,000		\$8,000
Performances	\$12,000	\$3,000	\$15,000	\$12,000	\$3,000
Support Programs					
Administrative	\$25,000	\$5,000	\$30,000	\$25,000	\$5,000
Fundraising	\$6,000	\$4,000	\$10,000	\$6,000	\$4,000
<b>Total Expenses</b>				<b>\$57,000</b>	
	Excess Revenue over Expenses				
	[(Deficit) Under]				
	Beginning Fund Balance				
	<b>Fund Balance (As of date of report)</b>				

# Works Cited

Byrnes, William. "Marketing and the Arts." *Management and the Arts*, 5th ed., Routledge, 2014, pp. 434–42.

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I talked to my Aunts Karen and Kelly who visit Provincetown frequently about Provincetown and get a general idea about what a town is like

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I talked to my Uncle David who visits Provincetown frequently about the town itself and the arts that already exist in Provincetown

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# Appendix

## Amended and Restated Bylaws Of Project Fortissimo

September 22, 2020

### Article 1

#### Name and Purposes

1.1 Name. The name of this corporation is “Project Fortissimo”

1.2 Purposes. The Corporation is organized and operated exclusively for charitable, educational, and engagement purposes as provided in the Articles of Incorporation.

1.3 Restrictions. At no time, either on dissolution or prior to dissolution, shall any part of the funds or assets of the Corporation insure to the benefit of any private individual, nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation, except as may be permitted by law and the Internal Revenue Code of 1986, as amended, (the “Code”) or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include references to any corresponding provisions of any subsequent federal tax laws). The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

1.4 Charitable Activities. The Corporation shall carry on only those activities permitted to be carried on by a charitable organization as described in Section 501 (c)(3) of the Code.

### Article 2

#### Offices

2.1 Principal Office. The office of the Corporation shall be located in Provincetown, Massachusetts. The Board of Directors may establish such offices as the business of the Corporation requires

2.2. Registered Offices. The Corporation shall have and continuously maintain a registered office in Massachusetts and a registered agent whose office is the same as the registered office.

### **Article 3**

#### **Board of Directors**

3.1. Powers. The Board of Directors shall be the members of the corporation and shall manage and direct the business and affairs of the corporation. The directors shall have all powers and authorities provided in the Certificate of Incorporation and permitted by law.

3.2. Number; Qualifications The number of directors that will continue the entire board shall be determined by the directors, but shall not be less than four (4) nor more than fifteen (15)

3.3 Elections; Terms The Members shall elect directors at the annual meeting of the members by ballot from a list of qualified persons whose names are submitted as nominees by the committee authorized to submit nominations. Directors shall serve for terms of five (5) years each and until their successors are elected and have qualified. The Board of directors shall be divided into four (4) classes, as nearly equal in number as possible, with the terms of approximately one-fourth of the directors each year. Directors shall serve until their successors are duly elected and qualified or until the director's earlier death, resignation, or removal. A director may serve a maximum of three consecutive full two-year terms. A director may serve for additional terms after a two-year absence from the Board.

3.4 Board Vacancies If a vacancy results from the resignation, removal, or other inability or incapacity of a director, the remaining directors shall fill the vacancy. A director so chosen shall be elected to serve for the remainder of term of the director whose position had become vacant.

3.5 Removal or Resignation of a board member The Board may remove a director with or without cause by a majority vote of the entire Board of Directors. A director may resign by submitting a notice of resignation in writing to the President, the Chairman, or the Executive Committee. The resignation is effective upon receipt, unless otherwise stated in the notice.

3.6 Advising Directors The Board may appoint one or more additional persons to serve as Advisory Directors of the Board. Advisory may be entitled to any or all of the rights and privileges of directors, as determined by the directors, but shall not vote, serve as officers or be counted in determining whether a quorum is present.

3.7 Regular Meetings The board shall not hold an annual meeting during the first quarter following the end of each fiscal year of the Corporation for the purpose of electing directors and officers and transacting any other business that may properly come before the

meeting. The Board may hold additional regular meetings without call or notice at such place and time as the Board may determine by resolution of the Board, but in absence of a resolution, shall be held upon call by the Chairman or a majority of directors.

3.8 Special Meetings The Chairman of the Board or a majority of directors then in office may call special meetings. Notice of a special meeting shall be given to each director at least three days before the meeting. The notice shall set forth the time and place of the meeting but need not, unless otherwise required by law, state the purposes of the meeting. A majority of the directors present at any meeting may adjourn the meeting without notice, other than announcement at the meeting.

3.9 Place of Meetings The Board may hold meetings at such places as the Board may determine or as may be specified in the call of any meetings.

3.10 Quorum and Voting A majority of the total number of directors, excluding any vacancies, present in person, shall constitute a quorum for the transaction of business at any meeting of the Board. Board members may not vote by proxy. Except as otherwise specified in these Bylaws, the act of a majority of directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.11 Presence at Meeting Members of the Board of Directors or of any Board committee may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other. Such participation shall be considered to be presence in person at the meeting.

3.12 Action Without Meeting Any action required or permitted to be taken at any meeting of the Board of Directors or of any Board committee, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent to the action in writing, and the written consent is filed with the minutes of the proceedings of the Board or committee.

3.13 Compensation The Corporation shall not pay any stated compensation to directors for their services as directors. Upon resolution of the Board, the Corporation may reimburse directors for the actual and reasonable expenses incurred in attending any meeting of the Board or of any committee.

## **Article 4**

### **Officers and Employees**

4.1 Elections At each annual meeting the Board shall elect such officers as may be necessary to enable the Corporation to sign instruments that comply with the Oklahoma General Corporation Act. Officers may include a Chairman of the Board, President, Executive

Director, one or more Vice Presidents, a Secretary, and a Treasurer. The same person may hold two or more offices.

4.2 Terms, Removal, and Vacancies The officers shall hold office for a term of one year and until their successors are duly elected and qualified. All officers shall serve at the pleasure of the Board. The Board may remove any officer at any time whenever in its judgment removal would serve the best interests of the Corporation. The Board of Directors shall fill a vacancy in any office.

4.3 Chairman of the Board The Chairman of the Board shall preside at all meetings of the Board and committees of which he is a member. The Chairman shall have such powers and perform such duties as the Board of Directors may authorize.

4.4 President The Board of Directors shall select the President, who may also serve as Chairman of the Board. The President shall be subject to the direction of the Board of Directors and shall perform such duties as may be assigned by the Board. The responsibilities of the President shall include acting as a representative of the Corporation to the public as well as to governmental and voluntary organizations. The President shall have power to execute deeds, mortgages, leases and contracts or other instruments of the Corporation, except where the signing and execution shall be expressly delegated by the Board of Directors or by the President to some other officer or agent of the Corporation. The President shall in general have all other powers and perform all duties incident to the position of President of a non-profit corporation.

4.5 Executive Director The Executive Director shall serve as chief executive officer, shall be subject to the direction of the Board of Directors, and shall perform such duties as may be assigned by the Board of Directors. The Executive Director shall (a) have the overall supervision of the business of the Corporation and shall direct the affairs and policies of the Corporation, subject to any directions which may be given by the Board of Directors; (b) have authority to designate the duties and powers of officers and delegate special powers and duties to specified officers, so long as such designations are not inconsistent with these Bylaws or action of the Board of Directors; (c) assure that the Corporation conforms with the requirements of authorized regulatory and inspecting agencies; (d) oversee compliance with the laws and regulations of federal, state and local governmental authorities; (e) carry out all policies and procedures established by the Board of Directors; and (f) in general, have all other powers and perform all other duties incident to the chief executive officer of a corporation and such other powers and duties as may be prescribed by the Board of Directors. The responsibilities of the Executive Director shall include acting as a representative of the Corporation to the public as well as to governmental and voluntary organizations and reporting to the Board of Directors on the performance of corporate functions. The Executive Director, in addition to the President, shall have power to execute deeds, mortgages, leases and contracts or other instruments of the corporation, except where the signing and execution shall be expressly delegated by the Board of Directors or by the president or Executive Director to some other officer or agent of the

corporation. The Executive Director, in general, shall have all other powers and shall perform all other duties as may be prescribed by the Board of Directors.

4.6 Vice Presidents A Vice President shall perform such duties as the Board of Directors or the President may assign. In the absence or inability to act of the President, the Vice President (or if there is more than one Vice President, in the order designated by the Board and, absent such designation, in the order of their first election to that office) shall perform the duties and discharge the responsibilities of the President.

4.7 Secretary The Secretary shall keep corporate records and shall give notice of, attend, and record minutes of meetings of members and directors. The Secretary shall, in general, perform all duties incident to the office of secretary and such other duties as the Board of Directors, the Chairman or the President may assign.

4.8 Treasurer The Treasurer shall be responsible for developing budgets and reporting to the Board on the financial affairs of the Corporation. The Treasurer shall also perform such duties as the Board of Directors, the Chairman or the President may assign.

4.9 Compensation The Corporation shall not pay any stated compensation to directors for their services as officers.

## **Article 5**

### **Committees**

5.1 Appointment of Members The Chairman of the Board shall appoint members and chairs of all committees, other than the Executive Committee. Each committee may consist of one or more of the directors of the Corporation and have such name or names as may be determined by the Board. The Board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. Any committee, to the extent provided in a resolution of the Board, shall have and may exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation and may generally perform duties and exercise authority as may be directed or delegated by the Board of Directors. Each committee shall regularly report to the Board of Directors as and when required. The Chairman may appoint persons who are not directors to serve as members of a committee, as long as the powers and authority of the Board have not been delegated to that committee.

5.2 Standing Committees The Board of Directors may designate standing committees with such duties and powers as it may provide in order to carry out the programs and purposes of the Corporation.

5.3 Executive Committee The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and immediate past President of the Board of Directors. The Executive Committee may meet at stated times or on notice to all of its members. During intervals between meetings of the Board of Directors, the Executive Committee shall generally perform such duties and exercise such powers as may be directed or delegated by the Board of Directors. The Board of Directors may delegate to the Executive Committee authority to exercise all of the powers of the Board.

5.4 Other Committees The Board, by resolution, may establish other committees as it deems necessary, consistent with the provisions of these Bylaws. A committee shall limit its activities to the accomplishment of the task for which it is appointed, and the committee shall not have authority to act except as specifically conferred by the Board of Directors. Upon completion of the task for which appointed, the committee shall stand discharged.

5.5 Terms Each member of a committee shall continue as a member until the next annual meeting and until a successor is appointed, unless the committee to which the member belongs is sooner discontinued by the Board of Directors or unless the member dies, resigns or is removed as a committee member by the Board of Directors.

5.6 Committee Meetings Committee meetings may be held at such places as each committee may determine or as may be specified in the call of any meetings. The Chairman of the committee shall arrange for written notice of the time and place of the meeting to be given to members of the committee at least three days prior to the meeting. Business to be transacted at any regular meeting of the committees shall not be limited to the matters set forth in the notice of meeting. The attendance of any committee member at any meeting shall constitute a waiver of notice of the

5.7 Quorum A majority of the committee members present in person shall constitute a quorum for the transaction of business at any meeting of the committee.

5.8 Action Without Meeting Any action required or permitted to be taken at any meeting of any Board committee, may be taken without a meeting if a majority of the members of the committee consent to the action in writing, and the written consent is filed with the minutes of the proceedings of the committee.

5.9 Vacancies The Chairman shall appoint persons to fill vacancies on committees resulting from the resignation, removal, or other inability or incapacity of a member. A member so appointed shall serve for the remainder of the unexpired term.

## Article 6

### Indemnification

6.1 Actions Other Than in the Right of the Corporation The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

6.2 Actions by or in the Right of the Corporation The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

6.3 Advancement of Expenses The Corporation may pay the expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf

of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized herein. The Corporation may pay the expenses incurred by former directors or officers or other employees and agents upon such terms and conditions as the Corporation deems appropriate.

6.4 Insurance The Corporation may purchase (upon resolution duly adopted by the Board of Directors) and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

6.5 Indemnification Required To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to herein or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

6.6 Entitlement Every such person shall be entitled, without demand by him upon the Corporation or any action by the Corporation, to enforce his right to such indemnity in an action at law against the Corporation. The right of indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any rights to which any such person may now or later be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights pursuant to statute or otherwise, of any such person in any action, suit or proceeding to have assessed or allowed in his favor against the Corporation or otherwise, his costs and expenses incurred or in connection therewith or any part thereof.

## Article 7

### Interested Parties

#### 7.1 Definitions

(a) "Interested Person". Any director or officer who has a material direct or indirect financial interest, as defined in this Article, is an interested person.

(b) "Financial Interest". A person has a financial interest if the person has, directly or indirectly, through business, investment or family: (i) a material ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or (ii) a material compensation arrangement with the

Corporation or with any entity or individual with which the Corporation has a transaction or arrangement. A person shall not be deemed to have a “financial interest” due to an employment arrangement with, or serving as a director or officer of, another non-profit Corporation that is exempt from federal income taxation under the Internal Revenue Code.

7.2 Disclosure An Interested Person shall disclose to the directors the existence and nature of his financial interest in any proposed transaction or arrangement involving the Corporation.

7.3 Procedures for Addressing Conflicts of Interest The Chairman of the Board or committee considering a transaction or arrangement involving an Interested Person shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The Board or committee shall determine whether the Corporation may, without undue burden, delay or expense, obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine, by a majority vote of the disinterested directors, whether the transaction or arrangement is in the best interest of the Corporation and whether the transaction is fair to the Corporation.

7.4 Violations If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose a conflict of interest as required in this Article, the Board or committee shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the Interested Person has in fact failed to disclose a conflict of interest as required in this Article, the Board or committee shall take appropriate disciplinary and corrective action.

7.5 Record of Proceedings The minutes of the Board or committee shall contain:

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with a conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed; and

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken in connection therewith.

7.6 Compensation A director or committee member who receives compensation, directly or indirectly, from the Corporation shall not vote on matters pertaining to his compensation.

7.7 Validation of Contracts No contract or transaction between the Corporation and one or more of its directors, officers or members, or other organization in which one or more of its directors, officers or members are directors, officers or members or have a financial interest shall be void or voidable solely for this reason or solely because the director, officer or member is present at or participates in the meeting of the Board which authorizes the contract or transaction or solely because his or their votes are counted for such purposes if:

(a) the material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director(s); or

(b) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of

7.8 Quorum Interested directors may be counted in determining the presence of a quorum at a meeting at which the Board authorizes the contract or transaction.

## Article 8

### Gifts, Donations, Contributions

8.1 Gifts The Corporation may accept gifts, donations, contributions, grants, pledges, assignments, and other transfers of property from individuals, corporations, other charitable organizations, other entities, and governmental agencies and authorities. The Board of Directors Corporation may establish policies, rules, guidelines and standards applicable to gifts, including terms and conditions applicable to the receipt, acceptance, and delivery of gifts; conditions, restrictions or limitations applicable to gifts of real estate, tangible or intangible property, stocks, bonds, or other investments; agreements with donors; agreements with agents or others having custody of funds or property, including agreements pertaining to contribution, investment, administration, use, management, possession, custody, delivery or other matters; and other terms, conditions, limitations, restrictions, and agreements.

8.2 Donor Restrictions Donors may impose restrictions on gifts and contributions as provided in this Section, so long as the restrictions are in compliance with the Code and not inconsistent with the charitable purposes of the Corporation and the policies, rules, guidelines and standards applicable to gifts established by the Board. Restrictions may relate to (a) the field of charitable purposes or particular charitable organization or purposes to be supported, (b) the

manner of distribution, including the amounts, times and conditions applicable to payment, (c) the geographical limits or use of the gift, including use in or for areas outside of Norman, (d) the name, as a memorial or otherwise, for a fund or for an addition to a fund, or anonymity for a gift, and (e) reasonable limits on or additions to investment powers of an agent or other person having custody of a gift for the Corporation.

8.3 Investments The Corporation shall not be required to maintain or invest funds separately unless

(a) the donor imposes such a restriction at the time the donor makes the gift,

(b) it is necessary to do so in order to comply with or satisfy any other restriction imposed by the donor as to purpose or investment,

(c) it is necessary to prevent tax disqualification, or

(d) required by law.

8.4 Donor Intent The Corporation shall presume that each gift to, and fund of, the Corporation is intended

(a) to be used only for purposes for which the Corporation is formed,

(b) to be used for such purposes and in such manner as will not disqualify the deductibility of the gift for the donor for federal tax purposes and not disqualify the Corporation from exemption from federal income taxation and classification as a public charity.

8.5 Variance The Board of Directors may, upon recommendation by the President or other officer and upon the affirmative vote, consent or approval of at least two-thirds (2/3) of the directors, remove or modify a restriction, limitation or condition applicable to a gift if the Board determines that the conditions or circumstances are such or have so changed that literal compliance with the restriction, limitation or condition is unnecessary, undesirable, impractical or impossible. Before approving any such removal or modification of a restriction, limitation or condition, the Corporation shall solicit the opinion, advice, interpretation, consent, authorization or approval of the donor or donors, if available and feasible. The Corporation shall not be required to obtain the consent, authorization or approval of the donor or donors to remove or modify a restriction, limitation or condition under this provision.

## Article 9

## **General Provisions**

9.1 *Notices* Unless otherwise provided by these Bylaws, notice may be given in writing and delivered personally, sent by United States mail postage paid, by facsimile or by electronic mail, and addressed to the individual to whom notice is being given at such address as appears on the records of the Corporation.

9.2 *Waiver of Notice* A person entitled to notice under these Bylaws may waive the notice requirement by executing a written waiver.

9.3 *Policy Against Discrimination* The Corporation shall not exclude from participation, deny benefits or services, or discriminate against any individual, on the basis of race, color, national origin, religion, sex or physical disability or impairment, under any program or activity it sponsors or conducts.

9.4 *No Implied Rights* Nothing contained in these Bylaws is intended to confer any rights or benefits upon any individual or to confer any private right, remedy or right of action upon any person. These Bylaws are intended for internal corporate use only and solely for the governance of the internal affairs of the Corporation. No person may personally enforce any provision of these Bylaws, except as specifically provided.

9.5 *Immunities* To the fullest extent permitted by law, directors shall not be liable in damages to the Corporation or any member for breach of fiduciary duty as a director.

## **Article 9**

### **Amendments**

These Bylaws may be amended, repealed, restated, or new bylaws may be adopted in the manner provided in the Certificate of Incorporation and the Massachusetts General Corporation Act.

Articles of Incorporation

Of

Project Fortissimo

September 22, 2020

## Article One

The name of this corporation is Project Fortissimo

## Article Two

### Objects and Purposes

The objects and purposes for which this corporation is forms are:

To conduct and transact generally the business of a Non-Profit corporation and to do all things and exercise all powers and perform all functions that a Non-Profit corporation is authorized or empowered to do, exercise, or perform under the and by the virtue of the laws of Massachusetts, or that it may be by law hereafter authorized to do, exercise, or perform; and do all the above things as a Non-Profit corporation and insofar as is consistent with the laws of Massachusetts

## Article Three

### Location of Principle Office

The Principle office for the transaction of business of this corporation is to be located in Barnstable County, Massachusetts

## Article Four

### Registered Agent

The registered agent for service of process upon the corporation is:

Name

Address in Massachusetts

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Article Five

Capitalization

The total number of shares that the corporation is authorized to issue is 1,000 shares, and all such shares are to have par value, and the aggregate par value of all such shares is one hundred dollars (\$100)

Article Six

Directors

The Number of directors is of the corporation is 4; the following names and residences of the persons appointed to act as directors until their successors are elected and qualified:

Names	Residences
_____	_____
_____	_____
_____	_____
_____	_____

Article Seven

Duration of Corporate Experience

The Corporation existence of this corporation shall continue perpetually.

In witness whereof, we, the incorporators, have set our hand and seals on September 22, 2020

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Signatures