

Bylaws of the Delaware Jazz Alliance

A Not-For-Profit Corporation

ARTICLE I. ORGANIZATION

Section 1.01: Name

The name of the organization shall be Delaware Jazz Alliance, Incorporated (herein after referred to as “DJA”).

Section 1.02: Offices

The Delaware Jazz Alliance shall maintain in the State of Delaware a registered office and a resident agent at such office and may have such other offices within or without the State of Delaware as from time to time be designated by the Board of Directors.

ARTICLE II. PURPOSES

Section 2.01: Purposes

The Delaware Jazz Alliance is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.02: Specific Objectives and Purposes

As musicians in the genre of music known as jazz, it is in our best interest and our responsibility to educate our youth and pass the baton of our musical tradition, heritage and culture necessary for the sustainability of our cerebral art form. Education is the key, and we will continue to build partnerships with other organizations with our common goals. We believe that Delaware and more specifically the City of Wilmington have their own distinct jazz traditions diverse from other regions and cities in the area. The specific purposes for which DJA is organized are the following:

- (a) To elevate the role of jazz in the Delaware region by
 1. By developing and educating new and existing jazz audiences
 2. By strengthening communication within the jazz community
 3. By improving media relations on behalf of the jazz community
 4. By bringing greater visibility to the entire array of jazz offerings in the Delaware region
 5. By providing greater access to performance opportunities for Delaware area jazz musicians
 6. By presenting and producing jazz programs that coincide with those priorities mentioned 1 through 5

- (b) To cooperate with other charitable organizations for any of the foregoing purposes
- (c) To conduct any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the not-for-profit or tax exempt status of DJA.
- (d) To use such other means and methods as the Directors of DJA may from time to time determine to be appropriate in the accomplishment of the specific purposes for which DJA is formed, and which are not contrary to the other terms and conditions hereof;
- (e) To receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply such funds exclusively for charitable, scientific, or educational purposes, whether directly or by contributions
- (f) To hold, mortgage, expend, exchange, invest or reinvest, encumber, lease, rent, sell and deal in any legal manner with any property or funds which DJA may acquire

Section 2.03: Inurement

No part of the net earnings of DJA shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 2.04: Lobbying

No substantial part of the activities of DJA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.05: Other Activities

Notwithstanding any other provision of these articles, DJA shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.06: Dissolution

Upon the dissolution of DJA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any

such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III. MEMBERSHIP

Section 3.01: Membership

Membership in DJA shall be open to all jazz aficionados, students of music, musicians, music venues, and individuals who are interested in building a stronger jazz scene. In order to become a member, a completed membership application and annual contribution amount listed on the membership application must be submitted to DJA. Membership is valid for a term of one (1) year and must be renewed annually on or before their anniversary date.

Section 3.02: Dues

The annual contribution amount shall be designated by the Board and be payable on or before the anniversary of the date that each member has joined.

Section 3.03: Good Standing

To remain in good standing, members must renew their membership on or before their respective anniversary date by submitting a membership renewal application and remitting the annual contribution amount.

ARTICLE IV. MEETINGS

Section 4.01: Membership Meetings

Membership meetings of DJA shall be held monthly on a date designated by the Board of Directors. Except as the Articles of Incorporation or statute provide otherwise, any business may be considered at membership meetings without the purpose of the meeting having been specified in the notice.

The secretary shall send a notice providing the date, time and location of the annual meeting to all members in good standing at the address or e-mail address as it appears in the membership roll book.

Section 4.02: Board of Director Meetings

Regular meetings of the Board of Directors shall be held monthly at a place within or without the State of Delaware as the Board of Directors may see fit.

Section 4.03: Quorum

At all meetings of the membership, the presence of not less than fifty (50%) percent of the members present in person shall constitute a quorum for the transaction of business. If a quorum shall not be present at any membership meeting, the members present may adjourn the meeting for a period of not more than four (4)

weeks from the date scheduled. The secretary shall cause a notice of the rescheduled meeting to be sent to all members who were not present at the meeting originally called, providing the date, time and location of the rescheduled meeting.

At all meetings of the board of directors, the presence of not less than majority of the number of directors constituting the entire board of directors present in person, shall constitute a quorum for the transaction of business. If a quorum shall not be meeting for a period of not more than four (4) weeks from the date scheduled. The president shall set the date, time and location of the rescheduled meeting.

Section 4.04: Special Meetings

The president may call special meetings of either the membership or of the board of directors, when he/she deems it in the best interest of the Delaware Jazz Alliance. Notices of such meeting shall be e-mailed to all members in good standing or mailed to the addresses as they appear in the membership roll book at least seven (7) calendar days before the scheduled date set. Such notice shall be accompanied by a written agenda setting forth all matters upon which action has been proposed.

At the request of a majority of the board of directors or fifty (50%) percent of the members of DJA, the president shall cause a special meeting to be called, provided the request is made in writing at least seven (7) calendar days before the requested scheduled date and includes a written agenda setting forth all matters upon which action is proposed to be taken.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all those present.

ARTICLE V. VOTING

Section 5.01: Voting

At all meetings, except for election of officers and directors, votes shall be by “raised hand” for or against. Every member in good standing shall have one (1) vote, and such voting may not be allowed by proxy.

Section 5.02: Election of Officers

The board of directors will offer a slate of candidates at the designated meeting which will be prepared no later than ten (10) calendar days prior to the annual meeting and posted on the DJA website. The election of officers, to include president, vice president, secretary, treasurer and members at large, will be by “raised hand”, provided there are no nominations other than the slate of candidates offered by the board of directors. Additional nominations will be accepted no later than seven (7) calendar days prior to the annual meeting. Additional nominations must be submitted in writing via e-mail to the president and webmaster and must list the name of the member and the specific office to which the member has been

nominated. In the event of additional nominations, election of officers will be by ballot.

ARTICLE VI. ORDER OF BUSINESS

Section 6.01: Order of Business

At all meetings, the suggested order of business shall be as follows:

1. Roll Call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Scheduling and location of the next meeting
8. Adjournment

ARTICLE VII. BOARD OF DIRECTORS

Section 7.01: Powers and Duties of Directors

The board of directors shall have the general power to control and manage the affairs and business of the DJA, subject to applicable law and in accordance with the purposes and limitations set forth in the articles of incorporation and herein.

Section 7.02: Number of Directors

DJA shall have at all times at least the minimum number of directors required by the general laws of the State of Delaware now or hereinafter in force. DJA shall have the number of directors provided in the articles of incorporation until changed as herein provided. A majority of the entire board of directors may alter the number of directors set by the articles of incorporation to not more than 10 nor fewer than the minimum number required by the general laws of the State of Delaware now or hereinafter in force, but the action may not affect the tenure of office of any director, except as provided in section 7.04.

Section 7.03: Election and Tenure of Directors

Annually at a designated membership meeting, the members shall elect directors to hold office for a term of two (2) years and until their successors are elected and qualify.

Section 7.04: Removal of Director

Unless statute or the articles of incorporation provides otherwise, the directors may remove any director, when sufficient cause exists for such removal, by the affirmative vote of a majority of the entire board of directors. Failure to attend three (3) out of six (6) consecutive meetings will be cause for dismissal from the board, unless the board deems the absences unavoidable.

Section 7.05: Vacancy on Board

A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the board of directors that results from any cause except an increase in the number of directors and a majority of the entire board of directors may fill a vacancy which results from an increase in the number of directors. A director elected to fill a vacancy serves the remaining term of the vacancy they have filled or until a successor has been elected and qualified.

ARTICLE VIII. OFFICERS**Section 8.01: Officers**

The officers of the Delaware Jazz Alliance shall be a president, one or more vice presidents, a secretary, treasurer (or one secretary/treasurer) and 2 members-at-large. All officers shall be directors and shall be elected at an annual meeting of the membership and shall hold office at the discretion of the board for a term of two (2) years. An officer may hold more than one office, except the president shall not also hold the office of treasurer. A person who holds more than one office in the DJA may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 8.02: Vacancy of Office

Unless statute or the articles of incorporation provides otherwise, the directors may remove any officer, when sufficient cause exists for such removal, by the affirmative vote of a majority of the entire board of directors. Failure to attend three (3) out of six (6) consecutive meetings will be cause for dismissal from the board, unless the board deems the absences unavoidable.

Section 8.03: Powers and Duties of Officers

The respective officers of the Delaware Jazz Alliance shall have such powers and duties as are from time to time prescribed by the board and as are usually vested in such officers, including but not limited to, the following:

- (a) The president shall be the chief executive officer and the chairman of the board of the Delaware Jazz Alliance and shall preside at all meetings of the members and at all meetings of the board. In addition to the above duties, the president shall (1) present an annual report of the work of the organization at each annual meeting of the members; (2) ensure all books, reports and certificates required by law are properly kept or filed; (3) be authorized to sign the checks or drafts of the DJA; and (4) have such powers as may be reasonably construed as belonging to the chief executive officer of any organization.
- (b) The vice president shall, in the absence or the disability of the president, perform the duties and exercise the powers of such office;
- (c) The secretary shall (1) keep minutes of all meetings of the members and of the board; (2) keep written correspondence and maintain all records of

- DJA in appropriate books; (3) file any certificate required by any statute, federal or state; and (4) give and serve all notices to members of DJA.
- (d) The treasurer shall (1) maintain full and accurate accounts of all receipts and disbursements in the books of account of DJA; (2) be responsible for DJA funds and securities, (3) be authorized to sign the checks or drafts of DJA; (4) present a written account of the finances of the organization at each meeting of the board of directors and such report shall be physically affixed to the minutes of the board of directors of such meeting; (5) maintain the membership data base; and (6) exercise all duties incident to the office of treasurer.

Section 8.04: Officer Compensation

The officers shall receive no compensation for their services except as expressly provided by a resolution duly adopted by the membership.

ARTICLE IX. SALARIES

Section 9.01: Salaries

The board of directors shall hire and fix the compensation of any and all employees and consultants, which they, in their discretion, may determine to be necessary for the conduct of the business of the organization.

ARTICLE X. COMMITTEES

Section 10.01: Committees

All committees of the Delaware Jazz Alliance shall be appointed by the board of directors and serve on an ad hoc basis (or as needed).

ARTICLE XI. AMENDMENTS

Section 11.01: By the Board of Directors

These Bylaws may be amended or repealed by an affirmative vote of not less than a majority of the entire board present at a meeting of the board of directors at which a quorum is present. Such action is authorized only at a duly called and held meeting of the board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth in section 4.04 of these Bylaws.

Section 11.02: By the Members

These bylaws may also be amended or repealed by the membership at any meeting called for such purpose. The membership may, at any such meeting, by amendment to these Bylaws limit the right of the board of directors thereafter to amend or repeal these Bylaws or any part thereof.

Section 11.03: Manner of Submission

Amendments to the Bylaws may be proposed and shall be submitted either on order of the board of directors or on petition signed by a majority of the members.

ARTICLE XII. FISCAL YEAR**Section 12.01: Fiscal Year**

The fiscal year of the Delaware Jazz Alliance shall commence on July 1 of each year and conclude on the next succeeding June 30.