

Jazz Society of Pensacola Constitution and Bylaws

Final Draft: February 24, 2010

Article 1 – Name

Section 1. This organization shall be known as the Jazz Society of Pensacola (JSOP) (hereinafter referred to as the Society) with headquarters in the greater Pensacola area.

Article II – Objectives

Section 1. The primary purposes of the Society are:

- a. Promoting, advancing and preserving the distinctively American musical art form – jazz – in Pensacola and the surrounding Central Gulf Coast region.
- b. Providing a social forum for jazz performance, education and enjoyment for listeners and musicians.
- c. Providing liaison between jazz musicians, jazz societies and the listening public.
- d. Encouraging jazz scholarship especially among younger musicians. This encouragement may take several forms, providing programs at schools, making opportunities for younger musicians to play along with older, more experienced musicians and providing scholarships for deserving young musicians.

Article III – Membership and Dues

Section 1. Membership is open to anyone interested in furthering the aims and objectives of the Society and is offered in the following categories:

- a. Individual membership.
- b. Couples membership, includes any two people sharing the same address. Two people sharing a couples membership shall have only one vote between them.
- c. Corresponding membership, for those who live outside the general area, as defined by the Board. This membership carries with it no voting privileges.
- d. Honorary/complimentary membership, which can be conferred or revoked by a vote of a majority of the Board of Directors in recognition of special or unusual circumstances in which an individual has furthered the aims of the Society. The Board in each case shall specify the duration of such memberships.
- e. Advanced membership levels, as defined by the Board of Directors, that package regular dues plus prepaid admission to selected events and/or a donation.

Section 2. The Board of Directors shall establish dues for each of the categories listed in Section 1, above.

Section 3. The normal term of membership shall be one year beginning the first day of the month subsequent to joining. Renewals will continue to reflect the original joining month regardless of when dues are paid (before or after expiration date).

Section 4. The Board of Directors reserve the right to reject or rescind membership if, in their judgment, this is in the best interest of the Society.

Article IV – Membership Meetings

Section 1. The Board of Directors will schedule an Annual Business Meeting between May 15 and June 30, to occur before the end of the fiscal year. Those attending shall constitute a quorum. Only active members shall have a vote.

Section 2. All meetings shall be open to all members and their guests. Only active members shall have the right to vote.

Section 3. A special meeting of the membership can be called by a majority vote of the Board. Ten days notice shall be provided to membership by mail or e-mail.

Article V – Board of Directors, Officers and Management Team

Section 1. Nine Directors shall be elected by the membership. The directors shall be responsible to the membership for leadership of the Society. Annually, at the first meeting of the Board, the Directors will elect fellow Directors to serve in the capacity of Officers: President, Vice President, Secretary and Treasurer.

Section 2. The Board of Directors shall appoint individuals selected from general membership or fellow Directors to designated positions of management/leadership, whether paid or volunteer status, as deemed necessary in carrying out the Society program. The Board of Directors shall have the authority to develop and implement Policies and Procedures, which include the roles and responsibilities of committee chairs and functional positions, to be used in the administrative and business operations of the Society. Each major function within the Society will be assigned to a specific Director for oversight responsibility.

Article VI – Duties and Responsibilities of the Officers

Section 1. The President shall preside at business meetings of the directors or of the general membership. In the absence of the President, the Vice President, or a Director appointed by the President shall preside. The President, assisted by the Vice President, shall serve as the primary executive leader of the Society, and as such act as the point person for ongoing, executive level decisions, such as those called for in daily operations.

Section 2. The Secretary shall oversee the collection and preservation of historical records, the Constitution and Bylaws, minutes of business meetings and other documentation necessary for the Society. The Secretary will determine the number of voting members present to establish a quorum and determine the outcome of voting actions. The Secretary shall monitor and have a coordinating role in important correspondence pertaining to the Society.

Section 4. The Treasurer shall oversee management of the funds, accounts and financial affairs of the Society, to include tax matters. The Treasurer shall render financial statements to the Board of Directors at least quarterly. The Treasurer, with concurrence of the Board of Directors, shall designate individuals empowered to sign checks.

Article VII – Quorum

Section 1. A quorum shall consist of five members of the Board of Directors.

Article VIII – Committees

Section 1. As necessary, Committees shall be designated by the Board of Directors.

Article IX – Elections

Section 1. The Board will appoint a Nominating Committee at least two months before the Annual Meeting. Two members shall be from the Board and two additional members shall be selected from Society members who have indicated interest in serving on the Nominating Committee and have evidenced their interest in the Society through participation in Society functions and meetings. One or two nominees may be made for each Board vacancy. Nominations for members of the Board of Directors may be made by any member at the Annual Business Meeting providing the person nominated is eligible to serve as a Director and has provided the member making the nomination written permission to place his name in nomination, and further provided that the Membership has been notified ten days in advance of the meeting. Such a notice can be included in the Annual Meeting notification.

Section 2. Privilege of voting shall be available to members in good standing at the time of the ballot. Absentee ballots may be obtained from the Secretary but must be turned in to the Secretary before the general election.

Section 3. Election for Board of Directors shall be held at the Annual Business Meeting.

Article X – Fiscal Year and Terms of Office

Section 1. Fiscal year for the Society program shall be from July 1 to June 30 of the next calendar year.

Section 2. Board of Directors shall begin their terms beginning July 1, the start of the Fiscal Year. Duration of office shall be for a period of three years.

Section 3. A director may be elected to two consecutive terms, after which one year must elapse before he or she can be reelected to a directorship.

Article XI – Vacancies

Section 1. In the event of resignation, death, or inability to serve as a member of the Board of Directors, the President, with the assent of a majority of the Board of Directors, shall appoint a member of the Society to serve the remaining calendar year. At the regular election, a member will be elected to fill the remaining term of office.

Section 2. When a member of the Board of Directors fails to attend two (2) consecutive board meetings without cause acceptable to the Board, the seat may be declared vacant.

Article XII – Rules and procedures

Section 1. Unless otherwise specified in these Bylaws, Robert's Rules of Order shall govern parliamentary procedures.

Article XIII – Amendments

Section 1. These Bylaws may be amended by a two-thirds (2/3) majority vote of those members present at a membership business meeting. Any amendment proposed for inclusion in the Bylaws must be presented to the general membership in writing through letter or newsletter at least one week prior to the business meeting at which the vote is to be taken.

Article XIV – Dissolution and Restrictions

Section 1. Upon the dissolution of the Society, after paying or adequately providing for the debts and obligations of the Society, the remaining assets shall be distributed to a non-profit fund, foundation or association which is organized and operated exclusively for charitable, education or religious and/or scientific purposes and which as established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. Recipient(s) will be determined by majority of the last serving Board of Directors.

Section 2. No part of the net earnings of this Association shall ever inure to or for the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Association shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

Section 3. Notwithstanding any other provisions of these articles, the Society shall not carry on any other activities not permitted to be carried on by an association exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954.