

The final revised version of these BYLAWS was submitted to the MTJS Board of Directors on January 18, 2009. These Bylaws were approved by the membership on February 15, 2009.

BYLAWS of the MODESTO TRADITIONAL JAZZ SOCIETY

ARTICLE I NAME

This club shall be known as the MODESTO TRADITIONAL JAZZ SOCIETY hereinafter referred to – in these bylaws – as The Jazz Society.

ARTICLE II PURPOSE

The Jazz Society is a private, nonprofit organization dedicated to promoting and preserving traditional jazz music and its many derivative forms and styles. The society shall accomplish this by providing:

- a) A common meeting place for jazz musicians to perform for interested audiences.
- b) Scholarships and a learning environment for young people to explore and play traditional jazz music.
- c) An opportunity for musicians of all ages to become proficient in the performance of traditional jazz music through improvisation and ensemble playing.

ARTICLE III MEMBERSHIP

Membership in the Society is open to all those who perform, enjoy and support traditional jazz music and its preservation.

Section 1 Meetings

The Jazz Society shall hold regular General Membership meetings, preferably once every month. The Society may hold additional meetings and-or engage in other types of promotional events or activities at the discretion of the Board of Directors.

Section 2 Dues

Members of The Jazz Society shall be assessed membership fees on an annual basis, and monthly admission fees, with the exact amounts to be established by the Board of Directors. Board members will review - once a year - all fees charged, and may reset those fees to cover Jazz Society expenses.

ARTICLE IV
BOARD OF DIRECTORS; OFFICERS

The Jazz Society shall be governed by a Board of Directors composed of a President, Vice President (Immediate Past President), Secretary, Treasurer, Music Director, Publicity Director and four At-Large Directors. At least two of these members shall be performing musicians.

Section 1
Term of Office

All members of The Jazz Society Board of Directors shall be elected by a simple majority vote of the membership. The President, Secretary, Treasurer, Music Director, Membership Director and Publicity Director each shall be elected to a two-year term of office. At-Large board members shall be elected to a one-year term of office.

Section 2
Duties and Responsibilities of Officers

President

Presides over all Board of Director and Membership meetings. As The Jazz Society's chief executive officer, the president shall carry out all board policies and decisions of the General Membership. When presiding over board meetings, the president shall serve as parliamentarian and shall cast a vote ONLY in the event of a tie.

Vice President

Presides over meetings of the Board of Directors in the event that the President is unable to attend or otherwise perform his or her duties on a temporary basis. He or she also acts as adviser and parliamentarian. The Jazz Society's immediate past president automatically assumes the role of Vice President, serving a two-year term.

Secretary

Records and maintains all official records of The Jazz Society. Records and keeps the minutes, all board discussions and actions.

Treasurer

Records and maintains all financial records of The Jazz Society. Collects all dues and monies owed and makes all disbursements, subject to the approval of a majority of the board. Provides an annual presentation and accounting of The Jazz Society's financial records for review by the membership. Assists with the independent audit of all club financial transactions, as needed.

Music Director

Books all bands and musical artists who perform for the benefit of The Jazz Society, with the advice and consent of the Board of Directors. Coordinates monthly “jam sessions.” Maintains control over all musical equipment owned by The Jazz Society, making it available for use, as needed, by guest bands and musicians performing at The Jazz Society’s regularly scheduled meetings.

Membership Director

Records and maintains complete list of all Jazz Society members. Responsible for keeping the list current. Coordinates membership outreach programs, as needed, with the advice and consent of the Board of Directors.

Publicity Director

Responsible for promoting all Jazz Society activities and events, with the advice and consent of the Board of Directors.

At-Large Directors

May perform anyone of a variety of tasks, as specified or assigned by the President and/or a majority of the Board of Directors.

ARTICLE V ELECTIONS

Section 1

Candidates for Office

Only dues paying members, active in The Jazz Society for at least a one-year period, may seek election to the Board of Directors. A candidate’s annual dues must be paid in full – BEFORE elections are held – in order to seek office.

Section 2

Election Dates

Elections for qualified candidates for At-Large Director shall be held every year, during the June meeting of The Jazz Society. Elections for qualified candidates for President, Secretary, Treasurer, Music Director, Membership Director and Publicity Director shall be held every two years, during the June meeting.

Section 3

Election; General Procedures

Members in good standing of The Jazz Society may nominate themselves or other members in good standing, provided the candidate meets the qualifications for office as stated in Article V, Section 1. The nominee’s name, along with a declaration of the position sought, must be submitted in writing to the board secretary at least 60 days prior

to the scheduled June election. In the event no candidate declares for a particular position to the Board of Directors, the incumbent shall retain the position until the next regularly scheduled election.

Section 4 Balloting

Paper ballots will be distributed to all members in good standing when they arrive at the general membership meeting during which the election is scheduled. Ballots are to be marked by the members and deposited into The Jazz Society Ballot Box. Before the end of the meeting; balloting will be completed and the results of the election announced.

Section 5 Challenging the Results of the Election

Any member in good standing may challenge the Election results by bringing his or her concerns to the board at its next regularly scheduled meeting following the election. Board members shall hear the challenge and render a decision at that time. The decision of the board is final.

Section 6 Vacancies

In the event of the resignation, death or inability of the President to continue to serve, the Vice President (Immediate Past President) assumes the Presidency and serves until the next regularly scheduled election. All other board vacancies that may occur shall be filled by the appointment of the President, with the advice and consent of a majority of the directors. The appointed replacement shall serve until the next regularly scheduled election.

Section 7 Removal from Office

The President or any member of the board may be recalled by a two-thirds majority vote of the membership. Members casting ballots must be in good standing. The recall vote may be held either at a general membership meeting or a special meeting called by the board.

Section 8 Recall Election; General Procedures

A Recall Election is initiated when a petition, bearing the signatures of at least 25 percent of The Jazz Society's members in good standing, is submitted to the board. A "Notice of the Recall Election" shall be distributed to all members in good standing at least 30 days prior to an election being scheduled.

Section 9

Challenging the Results of the Recall Election

Any Jazz Society member may challenge the results of a Recall Election by bringing his or her concerns to the board at its next regularly scheduled meeting following the election. Directors shall hear the challenge and a render a decision at that time. The decision of the board is final.

ARTICLE VI

AMENDMENTS AND REVISIONS

A two-thirds majority of those casting ballots is required to amend, change or otherwise revise these Bylaws. The membership must be notified, in writing, of any proposed amendment or revision at least thirty (30) days prior to a scheduled vote on any proposed amendment or revision.

ARTICLE VII

NOTICES

Notice of any board, general membership or special meeting shall be made in accordance with all applicable state and federal laws. Regular notice of board, general membership or special meetings, as well as any other proposed actions, amendments, dues increases, changes or revisions, affecting operation of The Jazz Society and its stated purpose shall be published in the *Jazzette*, the official publication of The Jazz Society.