

PURPOSE AND MISSION STATEMENT

The coastal Jazz Association is a voluntary nonprofit organization with the following

Purpose and mission:

To promote, present, preserve and perpetuate the art form known as Jazz through a series of community and regional events, programs and activities.

In carrying out this mission, CJA will:

Encourage the development of jazz talent by means of youth and emerging artist projects, scholarships, educational grants and educational awards to music students

Present, foster and promote the availability of jazz music to the public through the use of media, concerts, festivals, and other live performances

Enhance and promote interest in and appreciation of jazz music

BY-LAWS OF THE COASTAL JAZZ ASSOCIATION

The Coastal Jazz Association, hereinafter referred to as the “Association,” being a corporation organized under the laws of the State of Georgia applicable to corporations for non-profit or gain to its members shall at all times be operated in conformity with the laws of the State of Georgia applicable to such corporation. If any By-Law shall at any time conflict with the laws of the State of Georgia applicable to such corporations, the law of the State of Georgia shall take precedence over such By-Law, and such By-Law shall be deemed to be automatically and appropriately amended to conform to such State law.

ARTICLE I PURPOSES

1. To foster, enhance and promote interest in and appreciation of jazz music, and
2. To promote the availability of jazz music to the public through the media and live performances, and
3. To encourage the development of jazz talent by means of scholarships, educational grants, and/or educational awards to music students, as approved by the Board of Directors.

ARTICLE II MEMBERSHIP & MEETINGS

1. Membership

- a. All persons, without regard to race, creed, color, or national origin shall be eligible for membership in the Association, upon payment of annual dues as set by the Board of Directors. The Board of Directors may, at its discretion, confer an honorary membership.
- b. The term of membership shall be from the date the application and dues payment is received by the Association until 365 or 366 days, whichever is appropriate, have elapsed. Any member whose Annual dues remain unpaid at the end of 60 days following the anniversary date of their membership shall be so reminded by letter by the Association. If within 30-days from the date of the Association's reminder letter the member's dues remain unpaid, that membership is automatically terminated. The membership may be revived thereafter, effective as of the date of the original anniversary date.

2. Meetings

- a. The Annual Meeting of the membership shall be held each calendar year at such time as may be determined by the Board of Directors. At least fifteen (15) days before the date set for the Annual Meeting of the membership, the Secretary of the Association shall mail to each member:

- 1) Notice with respect to date, time and place of the meeting.
- 2) Report of the Nominating Committee on candidates for election to the Board of Directors, as described in ARTICLE IV.

- b. At this meeting the members present shall elect the Directors of the Association by voice vote. In the event that the result of the voice vote is inconclusive, then the

members present will be asked to vote on written ballots. The results of the voting will be announced at that meeting. At the annual Meeting such other business as may be appropriate will be conducted. Voting on other proposals shall be held with their results also announced at that meeting.

c. The presence in person or by proxy of ten percent (10%) of the membership shall constitute a quorum.

d. Each member in good standing shall be entitled to one (1) vote. A majority vote is required for adoption of any proposed measures except that a two-thirds ($2/3$) majority vote is required for proposed amendments to the by-laws.

ARTICLE III BOARD OF DIRECTORS

1. Number and Election

A Board of Directors elected by the membership shall manage the Association. All members of the Board of Directors shall be in good financial standing with the organization at the time they are nominated to the Board of Directors and at all times while serving in that capacity. No members of the same household shall serve on the Board of Directors simultaneously. Said Board shall consist of a minimum of ten (10) members and a maximum of 15 members.

2. Term of Office

Directors shall serve for three (3) years, or such lesser term for which they may have been elected, and in any case until their successors shall have qualified. As soon as is practicable after the adoption by the members of these By-Laws the Board of Directors shall institute a plan for the staggering of terms of the members of the Board. Thereafter no more than one third of the Board Members shall be up for election at any Annual Meeting.

3. Committees

The Board of Directors may provide for standing or ad hoc committees as may be deemed necessary. The President of the Association shall be an ex-officio member of all such committees.

a. Executive Committee

The Executive Committee shall consist of all five (5) Officers and such other members in good standing as the President may appoint. The Executive Committee shall enjoy the same powers as the Board of Directors. Any and all actions taken by

the Executive Committee shall be reported to the full Board at the Board's next meeting following such actions.

b. Nominating Committee

The President will appoint a Nominating Committee sixty (60) days prior to the date of the Annual Meeting. This Committee shall consist of four (4) members of the Association, one (1) of whom shall not be serving currently as a Director of the Association. This Committee shall nominate one (1) candidate for each Directorship to be filled, from a list of members each of whom agrees to serve if elected.

c. Other Committees

The Board of Directors may establish other committees to perform other duties and functions and have such powers from time to time as specifically authorized by the Board. Members of these committees may be selected from the Board of Directors as well as from the general membership.

4. Meetings

The Board of directors shall hold an Annual Meeting of the general membership and at least six (6) other regular Board meetings each year at such times as may be designated by the Board of Directors or upon call by the President, Vice-President or 25% of the Board Membership. Notice of such meetings shall be given by mail or e-mail to each Director and shall specify the time and place, of the meeting.

5. Quorum

The presence of five (5) Directors, one of whom shall be the President or the Vice-President, shall be necessary to constitute a quorum for conducting the business of the Association.

6. Voting

The President of the Board may accept the votes of the quorum to conduct business.

The President, or Vice President when presiding, has the authority to request a poll of the absent members of the Board of Directors to conduct business.

The President, or Vice President when presiding, has the authority to decide if a poll vote by proxy is necessary for resolution of any matter.

7. Vacancy

Should a vacancy on the Board of Directors occur for any reason other than normal expiration of the Director's term of office, the remaining Directors may elect a qualified Association Member to fill such unexpired term.

8. Policy

The Board of Directors shall set policy for the organization.

9. Records

The Secretary shall keep written records of all meetings of the Board showing the names of the Directors present, the resolutions passed and their votes, and any other matters considered. The Secretary shall also keep written records of the Annual Meeting. All such records shall be open for inspection by the members of the association upon two (2) weeks written notice to the Secretary.

10. Fund Raising

The Board of Directors shall be responsible for raising funds through direct solicitations and individual and patrons memberships.

11. Attendance

A member of the Board of Directors may be replaced for failing to attend at least 50% of the meetings or for missing three (3) consecutive meetings of the Board. The

President of the Board of Directors may, upon the approval of a majority vote of the Board, remove any Board member who meets the above listed criteria.

12. Conflict of interest

All Board Members shall declare a “Conflict of Interest” when they exist and they shall refrain from voting on issues where the conflicts exist.

13. Indemnification

- a. In accordance with the applicable provisions of Georgia Law and by the procedures applicable thereto, the Board of Directors may, on a case by case basis, cause the Association to indemnify any Director, Officer, agent or employee of the Association who is, or is threatened to be made a party to any law suit at law or proceeding, whether civil, criminal, administrative or investigative, so long as it is determined that such person acted in a manner reasonably believed by him or her at that time to be in or not opposed to the best interest of the Association and he or she had no reasonable cause to believe that such conduct was unlawful.
- b. By resolution lawfully adopted in accordance with such procedures, the Board of Directors shall specify the manner and extent to which indemnification hereunder shall be made.
- c. The Board of Directors shall not be required to approve indemnification of any case.
- d. The Board of Directors shall have the power to cause the Association to purchase and maintain insurance for such purposes, whether or not the Association would have had the power to indemnify any insured person against the liability under provisions of this Article or Georgia Law.

14. By-Laws

The Board of Directors is charged with the responsibility of recommending the By-Laws and any amendments or changes thereto to the membership. The membership has the sole right to approve and adopt the By-Laws and any amendments thereto.

ARTICLE IV OFFICERS

1. Numbers and Titles

There shall be five (5) Officers of the Association: a President, two (2) Vice-Presidents, a Secretary, and a Treasurer. No person may hold more than one (1) office simultaneously. All Officers will be elected at the Annual Meeting by the Membership in attendance.

2. Vacancies and Removals

Should any vacancy occur in any Office for any reason other than the normal expiration of that Officer's term, the Board shall elect a qualified member of the Board to fill such vacated office for the remainder of the term of that Office. Any Officer elected by the Board of Directors may be removed at any time with good cause by an affirmative vote of the majority of the full Board.

3. Authorization

The President shall be Chief Executive Officer of the Association, and if present shall preside at all meetings of the Board and the Membership. All Officers shall have such authority as is normally vested in their offices and such further authority as may be vested in them by the Board. In the absence of the President, either Vice-President shall exercise the responsibilities and authorities of the President. In the absence of the President and both Vice Presidents the treasurer shall exercise the authority of such Offices. In addition to those duties normally associated therewith, the President or his designee shall serve as the Association's proper representative in all negotiations with public, quasi-public, administrative, or private bodies. Personnel and Contractual matters shall be managed and negotiated by the Executive Committee. All actions are subject to approval by the Board.

ARTICLE V FINANCES

1. Funds of the Association shall be deposited in such incorporated bank or banks as the Board of Directors may direct. Withdrawals of such funds shall require the signature of the Treasurer, or in his absence, that of any other Officer of the Association – designated by the President or the Board of Directors.
2. The Board of Directors may on behalf of the Association accept any contribution, gift, bequest, donation or devise for any purposes set forth in ARTICLE I, but requests or solicitations for the same shall be made only by authorization of the Board of Directors and through its duly appointed representative(s).
3. Expenditures

The Board of Directors shall establish and maintain financial Policies and Procedures. Said Policies and Procedures shall be adhered to in all matters. The Board, at its discretion, may alter these policies and procedures.
4. Financial Reports
 - a. The treasurer shall render an account to the Board of Directors showing income, expenditures, and balances at each Board Meeting. He/she shall submit an Annual Report to the membership at each Annual Meeting.
 - b. A local Accounting Firm shall audit the Treasurer's Report annually.
 - c. The fiscal year of the Association shall commence 1 July and end 30 June the following year.

ARTICLE VI PROCEDURES NOT COVERED IN THESE BY-LAWS

1. Procedures not covered by these By-Laws
 - a. The Board Manual shall contain additional governing policies for the organization.
 - b. Roberts Rules of Order may be referred to for any questions arising regarding areas not covered in these By-Laws set forth.