

DRAFT VERSION 9

BYLAWS

NORTHERN COLORADO TRADITIONAL JAZZ SOCIETY

Applicable Law

These Bylaws are subject to the laws of the USA, the State of Colorado and the Articles of Incorporation as filed with the Colorado Secretary of State in 1996.

ARTICLE 1 – NAME

The legal name of this Non-Profit Corporation shall be THE NORTHERN COLORADO TRADITIONAL JAZZ SOCIETY, Inc. and shall herein be referred to as the “Corporation.”

ARTICLE 2 – PURPOSE

The purposes for which this Corporation has been established are as follows:
Our mission is to preserve and foster various forms of traditional jazz. We deepen knowledge and enjoyment of jazz, explore opportunities for musicians of all ages and demographics to develop their talents, and assist in live performances. The Corporation is established and shall be operated exclusively for our stated purposes within the meaning of the IRS 501(c)(3) code.

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the applicable laws of the State of COLORADO, the USA, and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried on by a Corporation exempt under Section 501(c)3 of the Internal Revenue Code.

ARTICLE 3 – OFFICES

The principal office of the Corporation shall be located at 3654 Parlin Ct. Loveland, CO 80538. Subsequent principal offices may be edited/added through reports to the Secretary of State and the IRS. The Corporation may have other such offices, as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need.

ARTICLE 4 – DEDICATION OF ASSETS AND DISSOLUTION

The properties and assets of the Corporation are irrevocably dedicated to and for the stated purposes only. No part of the net earnings, properties, or assets of this Corporation dissolution or otherwise, shall

inure to the benefit of any person or any member, director or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c)3 of the Internal Revenue Code.

ARTICLE 5 – MEMBERS

The Corporation will have dues-paid members who support the musical performances and programs conducted pursuant to the purposes stated in Article 2. Such members may vote in the election of the Board of Directors, participate in committees, or engage in other activities as specified by the Board.

ARTICLE 6 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under applicable laws. The Board shall establish the membership dues and the policies and directives governing business and will oversee and organize programs of this Corporation.

Election of the members of the Board

An election of board members of the Corporation will be held in odd numbered years. The elections will be conducted by the board by paper ballot and/or email ballot at the discretion of the Board. All dues-paid members will be notified of the election and provided a voting document. The number of voting responses received by the designated date will satisfy the requirement to complete the voting process.

Number of Board Members

The Board shall have up to eight directors, but no fewer than SIX. The number of directors may be increased beyond EIGHT members or decreased to less than SIX members by the affirmative vote of a majority of the then serving Board of Directors.

Ex-officio Non-Voting Board Members:

The Board will welcome and/or may invite band leaders or appointed leaders of special projects or events to participate in meetings, but such meeting attendees shall not have voting power.

Board Compensation

Members of the Board shall not receive compensation other than for reasonable expenses.

Term of Board

Directors serve for a term of TWO YEARS.

Vacancies

In the event of a board member resignation, the Board may appoint a replacement member. A Board member appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair or any three Board members may call a special meeting of the Board. Meetings may be in-person or via internet conferencing at the discretion of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Board Chair shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings which shall be delivered to the Corporation to be placed in the archives of the Corporation and a copy of which is to be delivered to each Board member via either regular mail, hand delivered, emailed or faxed in a timely manner.

Action by Consent

Formal board action may occur by email or internet conference with the consent of the Board.

Quorum

Four Board members, which must include at least two officers, shall constitute a quorum at a Board meeting when decisions are made by the voting of Directors.

ARTICLE 7 – OFFICERS and DIRECTORS

Officers and Duties

The Board shall assign officers from the elected Directors, which shall include a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer, with Vice Chairperson being optional. Other elected Directors should be given specific but optional tasks, such as Director of Membership, Director of Publicity, etc.

Chairperson of the Board (Chief Executive Officer)

It shall be the responsibility of the chairperson of the Board to preside over all meetings of the Board of Directors. The chairperson is authorized to execute, in the name of the Corporation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation, except when required that the president's signature must be provided.

Vice Chairperson of the Board

In the absence of the Chairperson, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice Chairperson to perform all the duties of the Chairperson, and in doing so shall have all authority and powers of and shall be subject to all of the restrictions on the Chairperson.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation, shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings in print and accessible electronic archives.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, funds as may be ordered by the Board of Directors. The Treasurer shall render to any Director, whenever they request it, an account of all the Treasurer's transactions and of the financial condition of the Corporation.

ARTICLE 8 -INTERNAL FINANCIAL REVIEW

The Treasurer and a club member appointed by the Board of Directors shall plan the procedure to review the financial records at the end of each fiscal year with a summary report delivered to the Board of Directors within a month of the end of the fiscal year.

ARTICLE 9 - STANDARD OF CARE

General

A Director shall perform all the duties expected in guiding the stability and growth of the Corporation. Duties, as requested by the Board, should be completed with professionalism and in the best interest of this Corporation. Directors may ask, with reasonable inquiry, for information to assist them as they perform their tasks with a high standard of care for the Corporation. Such information may include reports, background information, financial statements or data. A Director can have a reasonable expectation that the information so gathered is reliable.

Any Director who performs the Board duties with a high standard of care and with consideration of reliable information to guide them, shall have no liability based on a failure to complete their obligation as a director, except as in a Conflict of Interest disclosure.

Conflict of Interest

Directors will avoid conflicts of interest. They have the duty to disclose to the board any possible conflicts of interest. The Board has the responsibility to assure conflicts of interest are appropriately managed.

Indemnification

To the fullest extent permitted by law, this Corporation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers.

ARTICLE 10 - EXECUTION OF CORPORATE INSTRUMENTS

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

ARTICLE 11 - RECORDS AND REPORTS

Important corporate records will be kept in an archive as specified by the Board. Such records would include, but not be limited to: Meeting minutes, Articles of Incorporation, Bylaws, Application for 501c3 status, the IRS Letter of Determination for tax exempt status, and annual financial reports. Such archive will be accessible to the public to the extent provided by law.

ARTICLE 12 – FISCAL YEAR

The fiscal year for this Corporation shall begin on January 1 and end on December 31.

ARTICLE 13 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of the of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors.

CERTIFICATE OF SECRETARY

I, Fred W Smith certify that I am the current elected and acting Secretary of the Corporation, and the above bylaws, consisting of six pages, are the bylaws of this corporation as adopted by the Board of Directors at a meeting of the Board on this _____ day of _____, 2023 and that they have not been amended or modified since the above.

EXECUTED:

Date: _____

County: _____

State: _____

Signed:

Fred W Smith, Secretary
