

BYLAWS  
OF  
KANSAS CITY JAZZ AMBASSADORS

(As revised and approved on 05/16/2017 )

ARTICLE I

Offices of the Corporation

Section 1. Principal Office. The principal office of the corporation shall be located in Kansas City, Jackson County, Missouri. The corporation may have such other offices, either within or without the State of Missouri, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 2. Registered Office. The corporation shall have and continuously maintain in the State of Incorporation, a registered office, and a registered agent whose office is identical with such registered office, as required by the Missouri Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of incorporation, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II  
Statement of Purpose

Section 1. Purpose: This corporation is organized **NOT-FOR-PROFIT** and the nature of its business, objects and purposes to be transacted and carried on are to generally educate, to create greater public awareness and to provide support for Kansas City jazz artists and jazz heritage and to encourage audiences to appreciate Kansas City's jazz performances by, but not limited to:

- a. Sponsoring and organizing jazz events, including concerts, jazz cruises, and jazz tours and other events featuring jazz artists.
- b. Assisting other not-for-profit organizations by providing volunteers to assist either directly or indirectly with promoting, organizing and conducting jazz events which focus on the jazz heritage and tradition in Kansas City.
- c. Developing, in connection with the University of Missouri at Kansas City and other resources, a history of local Kansas City jazz artists and promulgating this history to the public, locally and nationally.
- d. Creating a musician's assistance fund to be administered either directly by the organization or indirectly in conjunction with other not-for-profit organizations or government programs to provide funds for needy musicians, especially older musicians who need assistance with housing, utilities and medical bills.
- e. Publishing and disseminating newsletters, magazines and other informational publications to inform, educate and make available to public and to members information about local jazz events, educate the public about Kansas City's jazz artists and jazz history and to maintain a telephone information line which informs callers of jazz- events in the greater Kansas City area; especially focusing on grass roots artists.
- f. Sponsoring, a jazz scholarship for worthy jazz students to assist in their music education.
- g. Any other activity deemed appropriate by a majority vote of the Board of Directors.

Section 2. Organization. Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

Section 3. Donations and Investments. Said corporation may accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disburse, or donate the income or principal therefor for exclusively charitable purposes.

Section 4. Transfer of Assets. Said corporation may give, convey, or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations, provided that: (1) such organization shall be organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals; (2) transfers of property to such organizations shall, to the extent then permitted under the statutes of the United States Government, be exempt from gift, succession, inheritance, estate, or death taxes (by whatever name called) imposed by the United States Government; and (3) such organizations shall, to the extent then permitted under the statutes of the United States Government, be exempt from income taxes by the United States Government,

Section 5. General Powers. Said corporation may, alone or in cooperation with other persons or organizations, do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of any or all of the purposes of powers on the corporation.

Section 6. Missouri Powers. Said corporation may do any and all acts or things and to exercise any and all powers which it may now or hereafter be lawful for the corporation to do or exercise under and pursuant to the general not-for-profit corporation law of the State of Missouri, for the purpose of accomplishing any of the purposes of the corporation.

Section 7. Fiduciary. Said corporation may acquire, own, dispose of and deal with real and personal property and interests therein, and apply gifts, grants, bequests and devises, and the proceeds thereof, in furtherance of the purposes of the corporation.

### ARTICLE III Membership

Section I. Qualifications. The membership of the corporation shall consist of individuals or associations of individuals who share a common interest in the enjoyment of Kansas City jazz and desire to promote Kansas City jazz and Kansas City jazz musicians and to generally educate the public concerning Kansas City Jazz.

Section 2. Classification of Members. The corporation shall have the following classes of members: Active, Sponsor, Patron, and Student. The Board of Directors may establish additional classifications of members to provide additional support for the corporation. Each member shall be entitled to one vote in the affairs of the corporation regardless of classification.

Section 3. Dues. The Board of Directors will establish dues for each classification of members and the Board of Directors may change the dues for any classification, of members by a majority vote of the directors.

Section 4. Removal. Any member may be removed from membership in the corporation by a majority vote of the membership in attendance at a special or annual membership meeting.

ARTICLE IV  
Meeting of Members

Section I. Annual Meeting. The annual meeting of the members of the corporation shall be held on or before November 31<sup>st</sup> of each year for the purpose of electing directors from the membership of the corporation and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held at the annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be practical.

Section 2. Special Meetings. A special meeting of the members of the corporation may be called at any time by a majority of the members of the corporation, or by a majority of the members of the Board of Directors.

Section 3. Place of Meetings. The annual meeting of the members shall be held at such place as may be designated by the Board of Directors. Special meetings of the members shall be held at such place as may be designated by those calling the meeting pursuant to Section 2 of this Article and may be held either in-person at a designated location, online via web conference or both.

Section 4. Notice of Meetings: Written or printed notice of annual or special meetings, stating the place, day and hour of the meeting and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than three (3) days before the date of the meeting, either personally, by mail or by electronic notification to each member entitled to vote at each meeting. If the notice is mailed, it shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage prepaid. If notification is by electronic means, it shall be deemed delivered when recorded as sent through the corporation's electronic delivery system.

Section 5. Quorum. The members present at any annual or special meeting shall constitute a quorum for the transaction of business at said meeting, provided notice of said meeting has been given pursuant to Section 4 of this Article IV of these Bylaws.

Section 6. Voting. Except as otherwise provided by statute or by the Articles of Incorporation, and subject to the provision of these Bylaws, each member shall, at every meeting of the members, be entitled to one vote on each matter submitted for a vote of the members. Except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws, at all meetings of the members, all matters submitted to the members shall be decided by a majority of the votes of the members present and voting. As used in this Section 6, "member" refers to members of the following classifications: Active, Sponsor, Patron and Student and any other classifications as defined by the Board of Directors.

Section 7. Proxies. No alternates or substitutes may serve for members and there shall be no proxies at any meeting of the members.

ARTICLE V  
Board of Directors

Section I. General Powers. The property, affairs and business of the corporation shall typically be controlled and managed by a Board of Directors consisting of some combination of a President, President Elect, Secretary, Treasurer and Directors at Large. A minimum of two corporation officers is required to conduct the business of the corporation.

Section 2. Duties. The Board of Directors shall assume the responsibility for the conduct of all operations of the corporation and, without limiting the generality of the foregoing, shall have the duty and authority to:

- a. Appoint and employ such professional or executive personnel as shall be deemed necessary to operate the corporation;
- b. Establish personnel, wage and employment policies for the employment of other personnel;

- c. Take all other action necessary or appropriate to the operation and maintenance of the corporation consistent with the general purposes set forth in the Articles of Incorporation.

Section 3. Election & Terms. The President, President Elect, Secretary, and Treasurer shall be elected by a majority vote of the attending membership at the annual meeting. Directors at large shall be appointed by a majority vote of the Board of Directors at a regularly scheduled meeting of the directors. The President, President Elect, and Immediate Past President will serve terms of two (2) years each. All other directors as well as Secretary and Treasurer will serve terms of one (1) year each. The terms for all other board members shall begin on Jan. 1<sup>st</sup> of the year following their election unless designated otherwise by the Board of Directors. There is no restriction on the consecutive number of terms any board member can serve.

Section 4. Qualifications of Directors. All directors of the corporation shall be members in good standing of the corporation.

Section 5. Removal of Directors. At a meeting of the directors, any director may be removed, for or without cause by super majority vote of the directors present less the vote of the director(s) proposed for removal; provided that the director(s) proposed for removal has been given notice of the proposed removal. Such notice shall be delivered not less than seven (7) days before the date of the director's meeting at which the removal vote is taken, either personally, by mail or by electronic notification to the director(s) proposed for removal. If the notice is mailed, it shall be deemed to be delivered when deposited in the United States mail addressed to the director(s) at his or her address as it appears on the records of the corporation with postage prepaid. If the notice is delivered by electronic notification, it shall be deemed to be delivered when the corporation's electronic delivery system shows it as delivered. A super-majority is defined as 2/3rds of the Board of Directors in attendance and qualified to vote at the time of the vote.

Section 6. Resignation. Resignation from the Board of Directors shall be made in writing to the President.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by a simple majority vote of the Board of Directors.

## ARTICLE VI Meeting of Directors

Section I. Annual Meeting. The Board of Directors shall meet for the election of officers and for transaction of any other business as soon as practicable after adjournment of the annual meeting of the members.

Section 2. Special Meeting. A special meeting of the Board of Directors may be called by the President or by one-third of the members of the Board of Directors by giving notice at least three (3) days prior to the meeting.

Section 3. Place of Meeting. Meetings of the Board of Directors, whether annual or special, shall be held at such place, either within or without the State of Missouri, as may be designated by the President or those directors calling the meeting.

Section 4. Quorum. Except as may be otherwise specifically stated by statute, the Articles of Incorporation of these Bylaws, a majority of the Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. If less than a majority of the Board of Directors is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 5. Voting. Except as otherwise provided by statute or by the Articles of Incorporation and subject to the provisions of these Bylaws, each director shall, at every meeting of the directors, be entitled to one vote on each matter submitted to a vote of the directors. Except as otherwise required by statute, by the Articles of Incorporation or by these Bylaws, at all meetings of directors all matters shall be decided by a majority vote of directors present and voting. When necessary, the president may conduct the voting on a specific action by contacting the directors by telephone or electronic communication. In the event of a tie vote, the President is designated to have one additional vote.

Section 6. Appointment of Committees. The Board of Directors shall appoint persons as members of any committee or committees or task force which they shall deem necessary. Each such committee shall consist of such number of members and other non-members as deemed necessary by the Board of Directors and shall have such powers and duties as shall be established from time to time by the Board of Directors. The Chairperson on those committees and task forces need not be limited to directors, but shall be members of this corporation. Each committee shall have the power to fill vacancies in their respective membership. A majority of any committee shall constitute a quorum for the transaction of business. All action of a committee shall be subject to approval by the Board of Directors.

Section 7. Standing Committees.

a. Nominating Committee. The Board of Directors shall appoint a nominating committee to propose to the annual meeting of members a slate of directors. The nominating committee shall also propose to the Board of Directors a slate of officers to fill the terms which are expiring. The Board of Directors shall receive the slate submitted by the nominating committee and shall submit to the members the slate of directors for election and the slate of officers for ratification.

b. Other Standing Committees. The Board of Directors may designate a committee to be a Standing Committee if, in the judgment of the Board of Directors, the purpose and function of the committee is permanent in nature.

ARTICLE VII  
Officers

Section 1. Election. As vacancies occur, the Board of Directors shall elect officers of the corporation, to serve terms as specified by law. These officers shall include a President, a President Elect, a Secretary, a Treasurer, one or more Assistant Secretaries and Assistant Treasurers, and any other officers the Board of Directors deems appropriate, subject, however, to removal from office as pursuant to law. Any two offices may be held by the same person, except for President and Secretary. All such officers except assistant secretaries and assistant treasurers shall be members of the Board of Directors.

Section 2. Executive Committee. The Executive Committee of the Board of Directors of the corporation shall consist of the President, the President Elect, the Immediate Past President, the Secretary and the Treasurer. The Executive Committee may be called into session by any one member of said committee, but need not meet at regularly scheduled intervals.

Section 3. President. The President shall preside at all meetings of the Board of Directors and, shall perform such other duties as may be ordered by the Board of Directors.

Section 4. President Elect. Upon completion of the President's term of office, the President Elect shall assume the duties of the President. In the absence or disability of the President, the President Elect shall perform the duties of the President and such other duties as may be ordered by the Board of Directors.

Section 5. Immediate Past President. The Immediate Past President shall serve as Chairman of any nominating committee deemed appropriate and or necessary, and be responsible for the appointment of any necessary members to said nominating committee.

Section 6. Secretary. The Secretary shall give or cause to be given all notices required by these Bylaws, except as otherwise herein provided, shall record the minutes of all meetings of the Board of Directors and the sustaining members and shall have custody of the seal and affix the same when duly authorized, and shall perform such other duties as may be ordered by the Board of Directors. In the absence or disability of the President Elect or the Immediate Past President, the Secretary shall perform those duties and such other duties as may be ordered by the President or Board of Directors.

Section 7. Treasurer. The Treasurer shall perform such duties in relation to the fiscal affairs of the corporation as may be ordered by the Board of Directors.

Section 8. Assistant. Secretary. In the absence or disability of the Secretary, the Assistant Secretary shall perform the duties of the Secretary, together with such other duties as may be ordered by the Board of Directors.

Section 9. Assistant Treasurer. In the absence or disability of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer, together with such other duties as may be ordered by the Board of Directors.

Section 10. Compensation. An officer shall receive no compensation for his services as such; provided, however, that by majority vote of the Board of Directors (exclusive of such officer, if he or she be a Trustee) an officer rendering unusual or exceptional services, as defined by the Board of Directors, to the Corporation may be reasonably compensated therefore.

ARTICLE VIII  
Distributions and Loans

Section 1. No Distribution of Income: No part of the income or property of the corporation shall be distributed to the members, directors or officers of the corporation, except as designated in the bylaws.

Section 2. Loans. No income or property of the corporation may be loaned without the receipt of adequate security and a reasonable rate of interest.

ARTICLE IX  
Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE X  
Exempt Activities

Notwithstanding any other provisions of these Bylaws, no member, trustee, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XI  
Fiscal Year

Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the corporation shall extend from the first day of July to the last day of June of each year, both dates inclusive.

ARTICLE XII  
Indemnification of Directors and Officers

Each director or officer, or former director or officer of this corporation, and his or her legal representatives, shall be indemnified by this corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or her or his or her estate in connection with, or arising out of any action, suit, proceeding or claim in which he or she is made a party by reason of his or her being, or having been, such director or officer, provided that in no such case shall the corporation indemnify such director or officer with respect to any matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his or her duties as such director or officer. The indemnification herein provided for however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claims asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such

action any director involved shall not be qualified to vote thereon. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by such Board. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

The Board of Directors shall further be authorized, at its discretion, to procure liability insurance for the protection and indemnification of directors, officers, employees, contract labor and volunteers, at the expense of the Corporation.

ARTICLE XIII  
Checks, Notes, Contracts, Other Instruments

All checks, drafts, bonds, notes, contracts, deeds, assignments and other instruments to which the Corporation is a party shall be executed by such persons as the Board of Directors shall from time to time authorize.

ARTICLE XIV  
Amendment of Bylaws

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by affirmative vote of a majority of the directors. On condition that at least ten (10) days prior written notice of such proposed amendment shall have been given each director. No such action shall become effective, however, without approval and ratification by the membership.

Date: \_\_\_\_\_

Steve Matlock  
President

CERTIFICATE

I hereby certify that these Bylaws were adopted on the \_\_\_\_\_, and approved and ratified by a majority of the members at a general membership meeting on \_\_\_\_\_.

\_\_\_\_\_  
Greg Howard  
Secretary