

STJS CONSTITUTION
As amended by the Membership – December 14, 2014

CONSTITUTION AND BYLAWS

ARTICLE I. NAME

Section 1. This organization shall be known as
THE SACRAMENTO TRADITIONAL JAZZ SOCIETY

ARTICLE II. OBJECTIVES

Section 1. The Society is organized as a non-profit organization for the purpose of educating the public and members on matters concerning:

- a. The preservation and promotion of traditional jazz music
- b. The study and playing of musical instruments associated with traditional jazz music.

ARTICLE III. MEMBERSHIP AND DUES

Section 1.

- a. **GOLD CARD MEMBERS** – those who, upon consideration of the Music Committee, are found to possess a proficient knowledge of the tunes, styles, keys and formats used in traditional jazz music and who have demonstrated professional proficiency in the playing of this music. Gold Card membership status may be obtained through application to the Music Committee.
- b. **GOLD CARD SPOUSE** – the spouse of the Gold Card Musician.
- c. **TAILGATE MEMBERS** – those who play traditional jazz but who are not yet proficient in the performance of traditional jazz music. Tailgate membership status may be obtained through application to the Music Committee.
- d. **STUDENTS** – Students between the ages of 12 to 20 who enjoy traditional jazz and/or are learning to play traditional jazz but are not yet proficient.
- e. **HONORARY MEMBERS:**
 - 1. The Board of Directors may grant an Honorary Membership by a two thirds vote of the members present at a Board of Directors meeting.

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2. Upon the completion of a President's term a permanent Honorary Membership will be issued. The spouse of the Past President will also receive a permanent Honorary membership.

- f. REGULAR MEMBERS – those who enjoy traditional jazz and are not GOLD CARD, GOLD CARD SPOUSE, TAILGATE STUDENT, OR HONORARY MEMBERS. Regular memberships shall be classified by the Board of Directors.
- g. PATRON MEMBERS – a member who provides additional support to the Society as determined by the Board of Directors.
- h. All members, regardless of classification, shall qualify as voting members.

Section 2. Dues

- a. Gold Card Members, Gold Card Spouses, and Honorary members shall not be required to pay dues.
- b. Tailgate, Regular, Student and Patron membership dues shall be determined by the Board of Directors for each calendar year.
- c. Tailgate, Regular, Student and Patron memberships are for a period of one year from date of enrollment.

Section 3. Change of address

- a. Members shall notify the Membership Chairperson upon change of address and/or telephone number.

ARTICLE IV. MEETINGS

Section 1. The General Meetings (also known as Jazz Sunday) shall ordinarily be held on the second Sunday of each month, at the time and place designated by the Board of Directors.

Section 2. Special meetings of the membership shall be held at such times and places as are designed by the Board of Directors. Notice of said meetings shall be given as provided in Article XVI.

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- Section 3. A majority of the members present and voting at a General Meeting or special meeting shall constitute a quorum for the transaction of business at that meeting; provided that if said quorum consists of less than one-third of the voting membership of the Society, then the only matters that may be voted upon at said General Meeting, in person or by proxy, by less than one-third of the voting members are matters of which notice was given pursuant to Article XVI.
- Section 4. The Board of Directors shall meet a minimum of six (6) times a year, at a time and place designated and noticed to Board Members seven (7) days in advance by the President. Such Meetings will be open to all interested members and those guests who are invited by the Board.
- Section 5. All General Meetings shall be open to all interested members and guests. An admission Fee will be charged to all members and guests except Gold Card Members, Gold Card Spouses and honorary Members.

ARTICLE V. ADMINISTRATION AND OFFICERS

- Section 1. The Executive Committee shall be composed of the President, Vice President, Secretary and Treasurer of the Society plus two (2) “at Large” members appointed by the President and approved by the Board. The Executive Committee shall set the agenda for regular STJS Board meetings and place business items into an agenda format which best facilitates the flow of business. The Executive Committee may also assume the full function of the Board of Directors in cases of emergency and where time is of the essence. In this case, an attempt should be made to contact all Board Members so they may attend the Executive Committee Meeting. The Executive Committee shall become the Committee of choice to resolve personnel issues.
- Section 2. The Board of Directors of the Society shall consist of fifteen members comprised of the four officers, the immediate Past President, five Gold Card Musician members and five Tailgate or Regular members elected by the membership. Members of the Board of Directors must be members in good standing.
- Section 3. A quorum of the Board of Directors shall consist of eight members of the Board of Directors.

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ARTICLE VI. DUTIES AND POWERS OF OFFICERS

- Section 1. The President shall preside over all Membership and Board of Directors meetings and be present at all events when possible. The President shall deliver a specific charge to each standing and/or ad hoc committee as to what he/she expects each committee to accomplish during its ensuing term. The President shall duly carry out the policies and decisions of the Board of Directors. The President shall cast no vote at a Board of Directors meeting except in the case of a tie.
- Section 2. The Vice President shall, in the absence of the President, serve in the capacity, and shall perform duties as may be assigned by the Board of Directors.
- Section 3. The Secretary shall keep and preserve all records and minutes of the meetings of the Board of Directors, shall determine the number of voting members present to establish a quorum, shall conduct all special elections of the membership, and shall receive and answer all general correspondence pertaining to the Society.
- Section 4. The Treasurer shall keep accurate and complete records of the funds and accounts of the Society and shall collect all dues and monies and maintain a record thereof. The Treasurer shall make only such disbursements from the funds of the Society as are authorized by the Board of Directors.
- Section 5. All members of the Executive Committee shall be empowered to sign Checks, as well as any employee so designed by the Board of Directors.

ARTICLE VII. COMMITTEES

- Section 1. Standing committees shall be the Music Committee, the Jazz Education Committee, the Membership Committee, the Finance Committee, the Governance Committee, the Jubilee Management Committee and the Media/Public Relations Committee.
- a. The Music Committee. Duties of the Music Committee shall be to ascertain the qualifications of musicians applying for Gold Card and Tailgate membership and to oversee the quality of performances sponsored by the Society.
 - b. The Jazz Education Committee. Duties of the Jazz Education Committee shall be to develop and administer traditional jazz education programs.
 - c. The Membership Committee. Duties of the Membership Committee shall be to issue valid memberships and maintain a current file system of all members in good standing.

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- d. The Finance Committee, is chaired by the Treasurer, shall consist of the members of the Executive Committee. The Finance Committee, with input from other committee chairpersons, shall develop the annual budget of the Society and establish and maintain fiscal systems and controls.
- e. The Governance Committee. The Governance Committee shall advise and recommend to the Board new programs and changes or additions to current the current constitution and by-laws, policies and procedures.
- f. The Jubilee Management Committee shall serve as a liaison between the Executive Director and the Board of Directors.
- g. Audit Committee. The Audit Committee shall consist of members who will fulfill the requirements as set out in the Nonprofit Integrity Act of 2006, Government Code section 125.85, et seq. The duties of the Committee will include choosing an audit firm and review and approval of the audit.
- h. Media/Public Relations Committee. This committee shall be responsible for determining the marketing and public relations of STJS.
- i. All committee members shall be appointed by the President and approved by the Board of Directors. Committee members shall be members in good standing and shall serve at the pleasure of the President.

ARTICLE VIII. ELECTIONS

- Section 1. An Election Committee, comprised of two past presidents and three other members in good standing, shall be appointed by the President not later than 120 days prior to the date of election. For each past president who is unable or unwilling to so serve, the President shall appoint a replacement from among current STJS members who have served as members of the Board of Directors within the preceding five years. Such appointments Shall be subject to the approval of the Board of Directors.

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- Section 2. The Election Committee shall establish nomination and election Procedures for the election of officers and directors at the December General Meeting, which shall conform to the provisions of Part 2, Chapter 5, Article 2, of the California Corporation Code, sections 5520 to 5527. Members shall be given general notice of the procedures adopted by the Election Committee not later than the October General Meeting of the Society. The Election Committee shall prepare a slate of candidates for office to be submitted at the October General Meeting. At that time, further nominations from the floor will be accepted. Any member nominated from the floor shall not qualify as a candidate for office unless the nomination of the member is endorsed in writing by not less than ten members of the Society, such endorsements to be filed with the Secretary of the Society not later than eight calendar days following the date of the October General Meeting. The Election Committee shall contact all nominees to confirm their willingness to run for office. All nominees must be members in good standing. A list of candidates, together with a summary of their qualifications, shall be published in the November and December issues of the Society's official newsletter "**And All That Jazz.**"
- Section 3. Ballots shall be available at the General Meeting of the Society. Absentee Ballots may be requested verbally, in writing, or by email from the Secretary. Completed absentee ballots must be received by the Secretary before the 5:00 p.m. closing of the STJS office on the Friday prior to the election, by hand delivery, by mail, or by email pursuant to a secure process established by the Election Committee to preserve a secret ballot. Completed absentee ballots may also be delivered to the Election Committee at the General Meeting on the day of the election prior to the Close of balloting, pursuant to section 4.
- Section 4. The election of members of the Board of Directors and the Executive Committee shall be held at the December General Meeting. Ballots will be accepted at the December General Meeting until such time as designated and publicized in advance by the Election Committee. Ballots shall be counted before the close of the December General Meeting by the Election Committee and other members appointed by the President. No Member running for office or the Board of Directors may serve on the Election Committee nor assist in counting ballots.
- Section 5. Pursuant of California Corporation Code, special election may be called, As deemed necessary, by the Board of Directors. Notice of such elections Shall be given no less than 30 days prior to the election, allowing for publication of the Notice at least once in "**And All That Jazz.**"

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ARTICLE IX. TERM OF OFFICE

- Section 1. The term of office for the President and Vice President shall be for two calendar years. If re-elected, they may hold office for no more than two consecutive terms.
- Section 2. The term of office for the Secretary shall be for two years. The Secretary shall be elected in odd numbered years.
- Section 3. The term of office for Treasurer shall be for two years. The Treasurer shall Be elected in even numbered years.
- Section 4. The term of office for the remaining elected members of the Board of Directors shall be for two years. Five of the members shall be elected in alternate years. In even numbered years, 3 Gold Card and 2 Tailgate or Regular members shall be elected. In odd numbered years, 2 Gold Card And 3 Tailgate or Regular members shall be elected.
- Section 5. The terms of office of the President, Vice President, Secretary, Treasurer and all Board Members shall be extended for one six month period beginning July 1, 2013. Those terms of office which would expire on June 31, 2013, will instead expire on December 31, 2013. Those terms of Office which would expire on June 31, 2014 will instead expire on December 31, 2014. This section will terminate on December 31, 2014.

ARTICLE X. VACANCIES

- Section 1. In the event of resignation, death, or inability to serve, the President shall be succeeded by the Vice President for the completion of the elected term.
- Section 2. When any other member of the Board of Directors or Executive Committee dies, resigns, or fails to attend three consecutive Board Meetings without cause acceptable to the Board, the seat shall be declared Vacant.
- Section 3. All vacancies shall be filled by President appointment, subject to approval by the Board of Directors.

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ARTICLE XI. RECALL

- Section 1. Any member of the Board of Directors may be recalled.
- a. A petition bearing the signature of ten percent of the current membership is required for recall election.
 - b. The membership must be notified at least ten days in advance of a recall election.
 - c. A recall election shall be held by secret ballot at a general meeting.

ARTICLE XII. REGULATIONS

- Section 1. Music played at meetings shall conform to the traditional jazz idiom.
- Section 2. Any instrument not normally played in the traditional vein will be allowed at the discretion of the Music Committee.

ARTICLE XIII. RULES AND PROCEDURES

- Section 1. Unless otherwise specified in the Bylaws or the Policy Manual, Robert's Rules of Order shall govern parliamentary procedure.

ARTICLE XIV. DEDICATION AND DISSOLUTION

- Section 1. The property of the Sacramento Traditional Jazz Society is irrevocably dedicated to charitable and educational purposes meeting the requirements of exemption provided by section 214 of the revenue and Taxation Code ;and no part of the new income or assets of the Sacramento Traditional Jazz society shall inure to the benefit of private persons.
- Section 2. Upon the dissolution or winding up of the Sacramento Traditional Jazz Society its assets remaining after payment, or provision for payment, of all debts and liabilities of this nonprofit corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501 (3) or the Internal Revenue Code.

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ARTICLE XV. AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds majority vote or members present and voting a a General Meeting. Notice of any meeting at which an amendment to the Bylaws will be presented to the membership must be given in the manner required by Article XVI prior to the General Meeting at which the vote on the amendment is taken.

ARTICLE XVI. NOTICES

Section 1. Notice of any General Meeting of the Society shall be given in the manner required by section 5511 of the California Corporations Code. Notice of membership meetings and any action proposed for adoption by the membership may be given by publication in “**And All That Jazz**” the official monthly publication of the Society.