

BY-LAWS
“A Place for Jazz, Ltd.”

Adopted November 17, 2010

ARTICLE I ORGANIZATION

The name of the organization shall be “A Place for Jazz, Ltd.” It shall also be known as “A Place for Jazz” and “APFJ”.

ARTICLE II PURPOSES

The organization is a not-for-profit corporation formed for non-business cultural and educational purposes. The mission of APFJ is to advance the appreciation, awareness and understanding of Jazz music as a distinctive art form. APFJ will provide a benefit to the public through efforts including, but not limited to:

- a. Attracting musicians and patrons to the field of Jazz music
- b. Improving public recognition of various forms of Jazz music
- c. Increasing knowledge of the essence and development of Jazz music
- d. Inspiring young people to enter the field of Jazz as a vocation or avocation
- e. Providing accessible Jazz programs of the highest professional quality

ARTICLE III MEMBERSHIP

Membership in APFJ shall be open to all individuals who pay the annual membership fees as established by the Board of Directors.

ARTICLE IV MEMBER MEETINGS

The annual membership meeting of APFJ shall be held on a date to be determined by the President of APFJ, upon at least two weeks notice to members of APFJ. The President is authorized to set the annual meeting on any date, including the date of a concert presented by the organization. The primary purpose of the annual meeting will be reporting on the fiscal and program management, as well as electing/replacing members and officers of the Board of Directors.

Special meetings of APFJ may be called by the President of the Board when deemed in the best interest of the organization, at the request of a majority of the members of the Board of Directors or at the request of 10 percent of the members of APFJ.

The Secretary will provide notice of the annual meeting and any special meetings, including the business to be transacted, to all members in good standing of APFJ at least ten days before the scheduled meeting date. No other business but that specified in notice of the special meeting may be transacted at such meetings, without the unanimous consent of all present at the meeting.

The presence of a majority of the members of the Board of Directors then in office at annual and special meetings shall constitute a quorum and shall be necessary to conduct the business of APFJ.

ARTICLE V VOTING

At all meetings of APFJ, except for the election of officers and members of the Board of Directors, votes shall be by voice or show of hands. Election of officers and members of the Board of Directors shall be limited to vote of the members of the Board of Directors then in office. The Secretary shall provide ballots for such elections.

ARTICLE VI ORDER OF BUSINESS

- a. Roll Call
- b. Reading of Minutes of the preceding meeting
- c. Reports of Committees
- d. Reports of Officers
- e. Old and Unfinished Business
- f. New Business
- g. Adjournments

ARTICLE VII BOARD OF DIRECTORS

A Board of Directors consisting of nine (9) to seventeen (17) members, including the officers, shall manage the business of APFJ.

New members of the Board of Directors shall be chosen at the annual meeting. Board members shall serve for a term of three years. There shall be no limit on the number of terms a Board member may serve. Officers shall be elected by a plurality of the members of the Board voting and shall serve for a term of three years. Each member of the Board of Directors shall have one vote and may vote by proxy.

The Board of Directors shall have the control and management of the affairs and business of APFJ. The Board of Directors shall only act in the name of the organization when it is regularly convened after notice to all Board members.

A majority of the Board of Directors then in office shall constitute a quorum and meetings of the Board of Directors shall be held at the request of the President of the Board or at the request of a majority of the members of the Board then in office. At its discretion, the Board of Directors may make rules and regulations covering its meetings.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors.

If a Board member does not attend at least half of the board meetings, s/he may be asked, at the discretion of the president and with the consensus of the Board, to submit his or her resignation from the board.

ARTICLE VIII OFFICERS

The initial officers of APFJ shall include the following:

President
Vice President
Secretary
Treasurer

No officer shall for any reason be entitled to or receive any salary or compensation for duties as a director or officer of APFJ. Officers shall be members of the Board of Directors for APFJ.

The President shall:

- Preside at all meetings, and serve as Chairman of the Board of Directors
- Present the annual report of APFJ at the annual meeting
- See that all books, reports and certificates required by law are properly kept or filed
- Be one of the officers who may sign checks or drafts of APFJ
- Have power as may be reasonably construed as appropriate for the chief executive of any organization

The Vice-President shall:

- Act as president of APFJ in the event of the absence or inability of the President to exercise office, including all privileges and powers as if duly elected president.
- Assist with responsibilities as designated by the president.

The Secretary shall:

- Keep all the minutes and records of the organization in appropriate books and files
- File any certificates required by federal or state statute
- Give and serve all notices to members of APFJ
- Serve as custodian of the records and seal of APFJ
- May be one of the officers required to sign checks and drafts of APFJ
- Attend to all correspondence of APFJ
- Exercise all duties incident to the office of secretary

The Treasurer shall:

- Have the care and custody of all monies belonging to APFJ
- Bear sole responsibility for the monies or securities of APFJ
- Deposit in savings bank or trust company all funds of APFJ excepting those the Board of Directors selects to invest as deemed legal for a non-profit corporation in New York State
- Will be one of the officers required to sign all checks or drafts of APFJ
- Exercise all duties incident to the office of Treasurer

ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees or contractors they determine to be necessary for the purposes of APFJ.

ARTICLE X COMMITTEES

All committees of this organization, temporary or permanent, shall be appointed by the Board of Directors and the term of office of members of any such committees shall be a period of one year or less, if sooner terminated by the action of the Board of Directors.

ARTICLE XI DUES

The dues of this organization shall be determined by the Board and published annually. Members in good standing will pay their dues annually.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of APFJ Board members. Such members will be provided notice of proposed changes to the By-Laws in advance of the meeting where the vote concerning amendment of such By-Laws is taken.

=====

POLICY DECISIONS

At the Board Meeting of August 9, 2012, it was decided that Policy Decisions adopted by the Board should be listed as an addendum to the By-Laws.

PD 1, passed on March 17, 2011: APFJ will not commit to sponsorships of other organizations until December of each year, except that support of the Albany Jazz Festival will be considered in August. (This is the result of a request to provide financial support to Jazz/Latino!)

PD 2, passed on August 9, 2012: All non-budgeted expenditures of more than \$250 must have Board approval.