

This is the final version of completely redone by-laws that includes all changes voted by the Board of Directors from the organization's inception as Unlimited Jazz Limited of Greater Milwaukee in 1971, includes other changes to insure compliance with current law and reflects the name change to Jazz Unlimited of Greater Milwaukee as approved by the Board of Directors, October 13, 2004, to become effective January 1, 2005. These By-Laws were approved by the Board of Directors on March 12, 2012.

JAZZ UNLIMITED OF GREATER MILWAUKEE, Ltd BY-LAWS

MARCH 12, 2012

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BY-LAWS OF JAZZ UNLIMITED OF GREATER MILWAUKEE, Ltd ARTICLE I – PURPOSE

The purpose for which this corporation is organized is to cultivate, promote and develop the appreciation and understanding of jazz music as an American art form by, without limitation by reason of enumeration, presenting public jazz concerts and festivals and by helping and encouraging jazz musicians and composers through scholarships and commissions for new works.

This corporation is exclusively organized for and dedicated to the above and foregoing 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 1954 (or the corresponding provision of any future United States Revenue Law).

The corporation shall receive, hold, care for, maintain, invest in and operate its assets and contributions of real and personal property in order to use, apply and distribute from time to time the whole or any part of the income there from and principal thereof exclusively for the purposes set forth above.

ARTICLE II – GENERAL Section 1 – Powers

The corporation shall have all the powers now or hereafter authorized by the Wisconsin Nonstock Corporate Law (Chapter 181, Wisconsin Statutes), except to the extent that such powers are expressly limited by the articles of incorporation or these by-laws. The corporation shall not be considered to have any powers which would in any way conflict with the purposes for which this corporation is organized. The corporation/organization herein shall be referred to as JU.

Section 2 – Limitations

A. In administering and distributing the assets and net income to accomplish its purposes, JU shall be limited to apply such assets and net income in the State of Wisconsin in such manner that JU will at all times be exempt from Wisconsin and Federal income taxes and that contributions to the corporation will be deductible by donors for Wisconsin and Federal income, inheritance, estate, and gift tax purposes. JU shall comply with all laws, rules and regulations of the State of Wisconsin and the United States (including rules and regulations issued by the Commissioner of the Internal Revenue) so as not to endanger in any way its status as an exempt organization, and JU is authorized to employ all lawful means necessary to preserve and maintain such status as an exempt organization.

B. No part of the assets and net income of JU shall ever inure to the benefit of any member, director, officer of JU or to any private individual (except that reasonable compensation to be determined by the Board of Directors may be paid for services rendered to or for JU affecting one or more of its purposes). No member, director or officer of JU or any private individual shall be entitled to share in the distribution of JU assets upon dissolution of JU, except that this limitation shall not bar a distribution upon dissolution, to a charitable organization, which has been duly recognized by both governmental taxing authorities as an exempt organization.

Section 3 – Non-Discrimination Policy

JU believes that equal opportunity is important for the continuing success of our organization and that organizational performance is greatly enhanced when people with different backgrounds and perspectives are engaged in JU activities and decision making. JU intends to comply fully with all federal, state, county and municipal laws as interpreted and applied by the Courts which preclude negative discrimination because of race, disability, color, creed, religion, gender, age, sexual orientation, national origin, ancestry, citizenship, military status, or any other protected classification. JU defines “negative discrimination” to include, though not necessarily limited to, the denial of services, employment or volunteer opportunities to any class of individuals in a manner that negatively restricts opportunities to that class of individuals. This policy applies to all activities of JU including, but not limited to, membership, employment, selection of volunteers, scholarship awards, purchasing and selection of vendors or consultants.

ARTICLE III – OFFICES

A. The principal offices of JU in the State of Wisconsin shall be located in the Greater Milwaukee area, or at such other place in the State of Wisconsin as the Board of Directors may designate.

B. The registered office of JU is required by Wisconsin Statutes to be maintained in the State of Wisconsin.

ARTICLE IV – MEMBERS Section 1 – Annual and Special Meetings

A. The annual meeting of the voting members shall be held in the month of November or as early in the previous year as deemed feasible by the Board of Directors, for the purpose of electing directors and for the transaction of other business.

B. Special meetings of the members, for any purpose or purposes, may be called by the President, the Board of Directors, or by a majority of members entitled to vote.

C. All meetings and concerts, in enclosed environments, shall be smoke-free wherever practical. Section 2 – Place of Meeting

The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting. Any meeting may be adjourned to reconvene at any place designated by vote of a majority of the members represented thereat.

Section 3 – Notice of Meeting

Written notice stating the place, day and hour of the annual meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven nor more than thirty days before the date of the meeting, either personally or by mail, to each member at his or her address as it appears on the membership books of JU with postage thereon prepaid.

Section 4 – Quorum A majority of the members present shall constitute a quorum at a meeting of members. Section 5 – Proxies

At all meetings of members, a member entitled to vote may vote by proxy appointed in writing by the member or by his duly authorized attorney. Such proxy shall be filed with the Secretary of JU before or at the time of the meeting.

Section 6 – Voting

A. Each dues paying member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Corporate and patron members are considered dues paying members and entitled to one vote each member.

B. A majority of the votes entitled to be cast by the members present in person or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 7 – Membership

A. Application for membership shall be made to the secretary of JU or such other officer or officers as the Board of Directors may direct. The Board of Directors may approve or reject any such application in the best interests of JU.

B. New memberships (dollar amount to be determined by the Board of Directors) cover the first calendar year of membership. However, if paid in October, November or December, they also cover the next calendar year in full. Student Membership rates are available (dollar amounts to be determined by the Board of Directors) and application must be accompanied by a copy of the student ID.

C. Renewal dues (dollar amount to be determined by the Board of Directors) are assessed in January of each year.

D. Any member may resign such membership or secretary of JU.

by tendering the resignation in writing to the president E. Members will be dropped for non-payment of dues after notification of delinquency.

Section 8 - Expulsion of Regular Members

A member may be expelled from membership upon a majority of the members present and entitled to vote, provided, however, that such vote of expulsion shall be taken only of members at an annual meeting or a special meeting of members called for that purpose, upon written notice to the member at least twenty (20) days in advance of the meeting notifying the member of the meeting and the reasons for expelling him or her, and after affording such member a hearing at the meeting. Upon an affirmative vote in favor of expulsion, that member shall thereupon cease to be a member and have no further rights or interest in JU.

Section 9 – Membership Certificates

Membership cards will be issued annually upon receipt of dues. ARTICLE V – BOARD OF DIRECTORS

Section 1 – General Powers The business and affairs of JU shall be managed by its Officers and the Board of Directors. Section 2 – Number, Tenure and Qualifications

A. The number of directors of JU shall be an uneven number, not less than three (3) and no more than thirteen (13). Each director shall hold office until every other annual meeting of members or until his successor shall have been elected and qualified.

B. The president shall serve as chairman of the Board of Directors. Upon the expiration of the president's term, he or she shall continue as a board member for a period of two (2) years thereafter. All other director's terms shall be two (2) year terms, to be staggered, so that only one half of the Board will be up for election each year.

C. Any board member resigning before his or her term of office is completed should submit their resignation to the president in writing.

Section 3 – Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members. The Board of Directors will determine the time and place for the holding of additional regular meetings.

Section 4 – Special Meetings

Special Meetings of the Board of Directors may be called by or at the request of the president, secretary or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

Notice of any special meeting shall be received at least 48 hours previously thereto by each director. .

Section 5 – Quorum

A majority of the number of directors fixed at the year's annual meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

Section 6 – Removal

A. Any director may be removed from the Board for cause by the vote of a majority of Board members at a special meeting of the Board of Directors called for that purpose and after affording each director a hearing at that meeting. Such removal shall not terminate membership in JU.

B. If a Board Member does not attend two (2) consecutive Board meetings and these absences are unexcused, this shall constitute cause for removal from the Board of Directors, but not membership in JU.

Section 7 – Vacancies

The Board of Directors may fill any vacancy in their board happening after any regular annual election, until the next election, by the vote of a majority of the directors then in office.

Section 8 – Presumption of Assent

A director of JU who is present at a meeting of the Board of Directors or a committee thereof at which action of any JU matter is taken shall be presumed to have assented to the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 9 – Salaries

No Director shall receive any salary by reason of his office. He may be reimbursed for expenses incurred in pursuit of JU business when such expenses are authorized by the Board of Directors.

ARTICLE VI – OFFICERS Section 1 – Number

The principal officers of JU shall be a President, Vice President, Treasurer, Secretary and Sergeant at Arms, each of whom shall be elected by the Board of Directors.

Section 2 – Election and Term of Office

The officers of JU shall be elected annually by and from the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3 – Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of JU will be served thereby, but such removal shall not terminate membership in JU, but will prevent the person from seeking office only at the next annual election.

Section 4 – Vacancies

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term. All resignations shall be submitted in writing.

Section 5 – President

The President shall be the principal executive officer and Chairperson of the Board of JU subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of JU. He or she shall, when present, preside at all meetings of the members and the Board of Directors. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of JU or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time under the guidelines of Robert's Rules of Order. The President shall recommend committee chairpersons, for all committees, to the Board of Directors for approval.

Section 6 – Vice President

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned by the President or by the Board of Directors, including serving as ex-officio member on all committees.

Section 7 – Secretary

The JU Secretary shall: (a) keep the minutes of the members' and the Board of Directors' meetings in one or more books provided for that purpose, (b) provide a synopsis of board meeting actions to the Jazz letter editor monthly for publication, (c) keep a register of the post office address of each member which shall be furnished to the Secretary by such member. The Secretary, in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assign to them by the President or by the Board of Directors.

Section 8 – Treasurer

The Board of Directors may require that the Treasurer be bonded for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall: (a) have charge and custody of and be responsible for all funds and securities of JU, receive and give

receipts for monies due and payable to JU from any source whatsoever, and deposit all such monies in the name of JU in such banks, trust companies or other depositories as shall be selected in accordance with provisions of Article VII of these by-laws, (b) submit a monthly-year to date financial report at each Board meeting, (c) submit a yearly audit, (d) pay to the State of Wisconsin all corporate fees required and (e) perform all duties as from time to time be assigned to him/her by the President and Board of Directors.

Section 9 – Sergeant at Arms

The Sergeant of Arms shall be responsible for maintaining an orderly assembly at the members' and Board of Directors' meetings, determine whether a quorum is present, and refer to the by-laws or Robert's Rules of Order, when called for, concerning a question on the conduct of a meeting, member, transaction, etc. of JU.

Section 10 – Salaries

No officer shall receive any salary by reason of his office. He may be reimbursed for expenses incurred in pursuit of JU business when such expenses are authorized by the Board of Directors. ARTICLE VII – CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1 – Contracts

The President may authorize an officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of JU and such authorizations may be general or confined to specific instances.

Section 2 – Loans

No loans shall be contracted on behalf of JU and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3 – Checks, Drafts, etc.

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of JU shall be signed by the President or Treasurer of JU and in such manner as from time to time be determined by or under the authority of resolution of the Board of Directors.

ARTICLE VIII – FISCAL YEAR

The fiscal year of JU shall begin on the first day of January and end on the thirty first day of December in each year.

ARTICLE IX – AMENDMENTS

The Board of Directors may from time to time, by vote of a majority of its members, adopt, amend or repeal any and all of the by-laws of JU.

ARTICLE X – SCHOLARSHIP/CHARITY FUND Section 1 – Chairperson/s

A Scholarship Chairperson/s shall be elected by a majority vote of the Board of Directors to organize the auditions and distribution of the scholarship awards. The number and amount of awards shall be determined by a majority vote of the Board of Directors. The Scholarship Chairperson/s will notify schools in the Greater Milwaukee area by mail and electronic means of the awards available to students.

Section 2 – Scholarship/Charity Fund

Monies collected and designated for “Jazz Unlimited Scholarship/Charity Fund” shall be used for the purpose of awarding scholarships to students who fulfill the requirements as set forth in established requirements, and are judged winners of said scholarships. All money in this account shall be used for Jazz Unlimited Scholarships and charitable donation awards only and shall not be used for any other purpose. The Treasurer shall provide a separate accounting of all Scholarship/Charity Fund money.

Jazz Unlimited of Greater Milwaukee Addendum to By-Laws

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CORRESPONDENT AT LARGE CHAIR:

For the Jazz Unlimited Newsletter: Responsible for writing articles (300-500 words in length) on musicians, venues and/or reviews of CDs, et cetera on deadline for the newsletter. The Correspondent At Large Chair must coordinate with the Editor-inChief as to space limitations and deadlines and submitted by current newsletter liaison, CP Christopher Peppas. The Correspondent At Large Chair should have applications available for new or current members. (DJM)

MAILING CHAIR:

Insure the newsletters, labels, and postage are available for the Mailing Crew on the 4th Tuesday of the month. Review and aid in the preparation of the newsletter for mailing and insure the prepared newsletters are transported to the US Post Office for delivery on the following Wednesday. (Augie)
(NOTE: The current Mailing Crew consists of James Hayden, Mike & Pat D'Amore, Marge Lafin and Kathleen Pett.) The Due Date for information to the newsletter is one week before the mailing, so for May 2016, the due date is Tuesday, April 19. (Augie)

The Mailing Chair should have applications available for new or current members. (DJM)

MEMBERSHIP CHAIR:

The Membership Chair will receive a copy of the Delinquent Membership List from the Treasurer. Calling the passed-due members is 1st priority or email when no phone number is given.

The Membership Chair should have applications available for new or current members. (DJM)

OUTREACH CHAIR:

I. Purpose a. The Outreach Chair is a liaison between various groups (i.e. high school students,) and JU b. To promote the enjoyment of listening to Jazz. c. To support JU efforts to reach out and teach the essence of jazz to others.

II. Responsibilities a. Creating and Coordination of an event in between communities b. Promotion Learning Jazz c. Coordinate an outreach event d. Encourage JU members to participate in outreach.

(Author: Zoe Biller)

The Outreach Chair should have applications available for new or current members. This Chair also helps in marketing our Mission. (DJM)

PRESIDENT:

1] Prepare an Agenda for the monthly Board Meeting and e-mail to the Board at least a few days before the meeting. Items from the prior meeting that have not been resolved remain on the agenda as a reminder that something needs to be done. Chair the Board Meetings to insure they are operated by Robert's Rules of Order. The Newsletter is one way that the Board and the President communicate to the membership. Traditionally, a short message on page 2 of every issue was used to communicate to the membership; the Editor will continue to write that unless the President wishes to. Bring to the attention of the Board the following regular events each year. These may be added to or changed by action of the Board. In time order: (DJM)

2nd Mondays January through December: Board Meeting at the Packing House. (DJM)

4th Sundays January through December (excludes Holidays): Packing House Jam. (DJM)

a) 2nd Friday in March - deadline for Scholarship applications. (DJM)

3rd Sunday in March: The Scholarship Auditions, which are held at Cascio Interstate Music, New Berlin WI and handled by the Scholarship Chair. (DJM)

4th Sunday in March: Packing House Jam. (DJM)

b) 2nd Sunday in April: Spring Concert at Knights of Columbus West Allis. (DJM)

4th Sunday in April: Spring Youth Concert, performers consist of winners of scholarships; merged with the Packing House Jam. (DJM)

c) October: Two Piano Concert held at Steinway Gallery and handled by the Sgt. at Arms. (DJM)

4th Sunday in October: Packing House Jam. (DJM)

d) 2nd Monday in November - Annual Meeting in bar area at 6pm; Board voting to follow in the dining area at 6:30pm at the Packing House. (DJM)

4th Sunday in November: Packing House Jam. (DJM)

e) December: Packing House Jam (excluding Holidays). (DJM)

SCHOLARSHIP CHAIR:

- a) Sets the date, location, and time of the Annual Scholarship Auditions (usually held on a Sunday in March).
- b) Enlists the participation of three or four volunteer judges in good membership standing with Jazz Unlimited.
- c) Sends notice to local high school music directors and music schools (usually late December, early January).
- d) Produces and distributes Scholarship Audition Flyer to local high schools, libraries, and music stores.
- e) Supervises the posting of relevant Scholarship information (audition requirements and application) to the Jazz Unlimited website.
- f) Collects student applications via mail and electronic submission. g) Sets the audition schedule and notifies students of their time slots. h) Coordinates the auditions and acts as master of ceremonies. Supplies necessary judging forms to the judges.
- i) Announces the judges' decisions and scholarship awards. Notifies students of their awards.
- j) Coordinates the participation of scholarship award winners in a subsequent Jazz Unlimited Jazz Jam.
- k) Works with awardees/parents and JU treasurer to coordinate disbursement of scholarship monies.

The Scholarship Chair should have applications available for new or current members. (DJM)

TREASURER:

Collect JU income from Membership Dues and Donations and deposit funds in the JU bank account and document source and amounts to JU Accountant via email. Documentation must include Check Number, Name or Names, and Reason for Income. If funds are from a New Member or Nonmember source, then contact information should be included: address, phone, and email, if available. If funds are a Membership Renewal, then only name is required, as contact information will be on our Membership List. The Treasurer shall collect and deposit all funds collected at concerts, jams, and other functions. A copy of the email submittal to the Accountant should also go to the President. Copy of the Delinquent Members should be emailed to the Membership Chair.

The Treasurer should have applications available for new or current members. (DJM)

The contents of this 9 page Addendum to the Jazz Unlimited By-Laws was approved by the Board on May 9th, 2016. All Board Members were present: Zoe Biller, Frank DeMiles, Dave Dombrowski, Jim Hayden, David Hildeman, Judy Kornemann, David J. Miller, Chris Peppas, August Ray, Steve Smith, and Natalie Zweck. This document was prepared by David J. Miller May 10th, 2016, June 15th, 2016, July 11th, 2016, and recopied with edits due to poor online presence July 15th, 2017. Addendum revised on December 11th, 2017 by DJM.