

JAZZ UNLIMITED OF GREATER MILWAUKEE, Ltd

ARTICLES OF INCORPORATION

The following are hereby adopted as the ARTICLES OF INCORPORATION of JAZZ UNLIMITED OF GREATER MILWAUKEE, Ltd this day March 8, 2023

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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 venues 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 these Articles Of Incorporation. 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. The Articles Of Incorporation herein shall be referred to as AOI.

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, and 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, Officers, Chairpersons 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.

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, email 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 – Membership

- A. Application for membership shall be made to the Membership Chair 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 or renewals (dollar amount to be determined by the Board of Directors), covers one year of membership from the month of membership sign up or renewal. 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 by tendering the resignation in writing to the President or Secretary of JU.
- E. Members will be dropped for non-payment of dues after notification of delinquency.

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. The Board of Directors consists of all the Officers of JU in addition to individuals elected by 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 Directors or until his successor shall have been elected and qualified. In the event there is an even number of Directors, the vote of the President will be the deciding factor of any voting issue.
- B. 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. All Directors' 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. If the election of Officers shall not be held at such meetings, 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. The terms of each Director is found in the Policies and Procedures Manual.
- C. Any Board Member resigning before his or her term of office is completed should submit their resignation to the President in writing.
- D. Conflict of interest: No “Related Parties” shall serve on the Board together.

Section 3 – Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this AOI 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 – 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, One to Four Vice Presidents, Treasurer, and Secretary, each of whom shall be elected by the Board of Directors. One to Four Vice Presidents are Not Required however.

Section 2 – Election and Term of Office

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/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. All Officers' terms shall be two (2) year terms, to be staggered, so that only one half of the Officers will be up for election each year. The terms of each Director is found in the Policies and Procedures Manual.

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. Any Officer may resign at any time for any reason. In this event, a Vice President may perform the duties of President, Secretary or Treasurer, as applicable, until a successor is elected. If a Vice President resigns, that position may be left vacant at the discretion of the Board. Any position vacated, at the discretion of the Board, may be filled by a special election. It is further recommended that any Officer remain in office until the Annual Meeting, at which time a successor may be elected.

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 / She shall, when present, preside at all meetings of the members and the Board of Directors. He / 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 AOI 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. The President shall recommend Committee Chairpersons, for all committees, to the Board of Directors for approval.

Section 6 – Vice President(s)

In the absence of the President or in the event of his or her death, inability or refusal to act, a 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(s) 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 or Chairperson on all committees. The Order of Succession will be: the 1st Vice President, the 2nd Vice President, the 3rd Vice President, the 4th Vice President.

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 or in electronic files, (Computer), provided for that purpose. 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 assigned to them by the Board of Directors.

Section 8 – Treasurer

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 AOI, (b) submit a monthly financial report at each Board meeting. Keep a register of post office addresses of all members. Perform all duties as from time to time be assigned to him / her by the Board of Directors.

Section 9-Accountant

The Board of Directors may require the Accountant be bonded for the faithful discharge of duties in such sum and surety or sureties as the Board of Directors shall determine. Pay to the state of Wisconsin all corporate fees required and perform duties assigned by the President and Board of Directors.

Section 10 – Salaries

No officer shall receive any salary by reason of his or her office. He or she 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 with the approval of the JU Board 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, Treasurer or Accountant 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

Section 1 – Board of Directors

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 AOI of JU.

ARTICLE X – SCHOLARSHIP/CHARITY FUND

Section 1 – 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 and Accountant shall provide a separate accounting of all Scholarship/Charity Fund money.

ARTICLE XI – INSURANCE

JU shall obtain and maintain a policy or policies of comprehensive general liability insurance insuring on an occurrence basis the, its Directors, Officers, Members, and their agents and employees against claims for personal injury, including death and property damage, arising out of any occurrence in connection with any JU Sponsored Activity or in connection with any act or omission of or in behalf of JU, its Board of Directors, Officers, Committee Members, Agents or Employees. Such policies shall be in the amount as determined by the Board of Directors of the Association but not less than \$1,000,000.00 for bodily injury, including death, and property damage arising out of a single occurrence, and shall contain a provision that they may not be cancelled without at least a thirty (30) days prior notice to JU; in addition, JU shall obtain and maintain such other insurance in such limits and for such purpose as JU may, from time to time, deem reasonable and appropriate.

ARTICLE XII – LIABILITY and AUTHORITY

Section 1 - Non-liability

To the fullest extent permitted by law, JU, the Board of Directors, Officers, any Committee or any member thereof shall not be liable to any person or entity for any damage, loss or prejudice suffered or claimed on account of any decision, course of action, act, inaction, omission, error, negligence or the like made in good faith without willful or intentional misconduct.

Section 2 - Members Lack of Authority to JU

No Member (other than Directors or Officers of JU), shall have any authority to act for JU, as agent or otherwise, nor to bind JU to contracts, negotiable instruments or other obligations or undertakings of any kind.

ARTICLE XIII – COMMITTEES

In order to assist JU in the furtherance of its Mission and Purpose, the Board of Directors will create various Committees as it recognizes the need. The Board will appoint a Chairperson and members (with their consent), of each said committee. The Board will dissolve a Committee, remove a Chairperson or Members at its discretion. The description of purpose and duties of these Committees are found in the JAZZ UNLIMITED POLICIES AND PROCEDURES MANUAL.