



Jazz Appreciation Month
CONCERT SERIES

Bylaws of JAM Concert Series, Inc.

Created May 24, 2024

Duluth, Minnesota

Article I – Name and Location.....	3
Section 1: Name.....	3
Section 2: Location.....	3
Article II – Purpose and Powers.....	3
Section 1: Mission.....	3
Section 2: Powers.....	3
Section 3: Earnings and Compensation.....	3
ARTICLE III – Membership.....	4
Section 1: Membership.....	4
ARTICLE IV – Board of Directors.....	4
Section 1: Responsibilities of the Board of Directors.....	4
Section 2: Number and Qualifications.....	4
Section 3: Governing Powers.....	4
Section 4: Removal.....	5
Section 5: Place of Directors Meetings.....	5
Section 6: Regular Meetings.....	5
Section 7: Special Meetings.....	5
Article V – Officers.....	6
Section 1: Designation.....	6
Section 2: Election of Officers.....	6
Section 3: Terms.....	6
Section 4: Resignation.....	6
Section 5: Removal.....	6
Section 6: Executive Director.....	6
Section 7: President (Board Chair).....	7
Section 8: Vice President (Vice Board Chair).....	7
Section 9: Secretary.....	7
Section 10: Treasurer.....	8
Section 11 : Additional Duties and Powers.....	8
Article VI – Committees.....	8
Section 1: Authority.....	8
Section 2: Standing and Special Committees.....	9
ARTICLE VII – Fiscal Year and Other Provisions.....	10
Section 1: Financial Year.....	10
Section 2: Books and Accounts.....	10
Section 3: Examination by Directors and Members.....	10
Section 4: Legal Instruments.....	10
Section 5: Loans.....	11
Section 6: Periodic Reviews.....	11
Section 7 Affiliations.....	11

ARTICLE VIII – Other Legal Provisions.....12
Section 1: Amending the Articles of Incorporation and Bylaws..... 12
Section 2: Dissolution..... 12
Section: Lobbying.....12
Section 4: Indemnification of Directors, Officers and Employees..... 12
Section 5: Insurance for Indemnification..... 12
Section 6: Compensation of Employees..... 13
Adoption of Bylaws..... 14

Article I – Name and Location

Section 1: Name

The Name of this Corporation, organized under the State of Minnesota General Not For Profit Corporation Act, shall be the JAM Concert Series, herein referred to as the Corporation

Section 2: Location

The principal location of the Corporation shall be located at 4023 East Calvary Road, Duluth, MN 55803 and may establish such other locations as its business from time to time shall require.

Article II – Purpose and Powers

Section 1: Mission

Our mission is to encourage and expose students to the diverse culture of jazz through listening and playing opportunities.

The purpose of this organization is charitable: To promote and increase the public's awareness of the vibrant jazz ecosystem in the Twin Ports, provide an opportunity for students and educators from Duluth and beyond to meet, demonstrate, and share their musical achievements and creativity, complement and enhance the teaching, learning and growing process associated with jazz music, foster and promote a lifelong interest in music as a basic human experience, and provide paid performance opportunities for professional musicians in the Twin Ports

Section 2: Powers

Corporation shall be authorized to apply for and receive grants; enter into contracts; receive and expend funds from public and private sources; hire staff; and develop and administer programs designed to carry out the purpose of the Corporation under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 3: Earnings and Compensation

A member may receive fair, reasonable compensation for his/her services to the Corporation as an employee or otherwise. Officers and Directors may be reimbursed for expenses reasonably incurred by him or her on behalf of the Corporation. No compensation shall be paid to any member that would violate the tax-exempt status of the Corporation.

ARTICLE III – Membership

Section 1: Membership

Membership shall consist of the Board of Directors.

ARTICLE IV – Board of Directors

Section 1: Responsibilities of the Board of Directors

The Board of Directors shall be responsible for the welfare of the Corporation and shall manage the property, affairs and business of the Corporation. It shall make such rules and regulations not inconsistent with the laws of the United States of America or the State of Minnesota.

Section 2: Number and Qualifications

Corporation's Board of Directors shall be composed of not less than three (3) nor more than fifteen (15) persons who are broadly representative of the community's interests, possess applicable professional experience, or who have an expressed concern for the charitable purposes of Corporation Directors shall be natural persons, aged eighteen (18) years of age or older.

Section 3: Governing Powers

Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

- A. To utilize all funds raised by or in the name of Corporation or the organization's legal and business benefit;
- B. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, the Policies and Procedures;
- C. To appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, of all Officers, agents, employees, independent contractors, and/or committees of Corporation;
- D. To manage and oversee the affairs and activities of Corporation, and to make policies and procedures;
- E. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of Corporation.
- F. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;

G. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

H. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A or other law/equity;

I. To follow these Bylaws, including meeting regularly; and

J. To register their addresses with the Corporation, and have Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

Section 4: Removal

Any Director (member of the Board) may be removed from his or her office with or without cause, by a two-thirds vote cast by the Board at a meeting at which a quorum is present. Any Officer proposed to be removed shall be entitled to at least thirty (30) days prior written notice of the meeting of the Board of Directors, and the proposed action to remove said Director at which such removal is to be voted upon, and shall be entitled to appear, with or without counsel, before and be heard by the Board of Directors at such meeting.

Section 5: Place of Directors Meetings

Meetings of the Board of Directors, regular or special, shall be held at such location as the Executive Committee designates.

Section 6: Regular Meetings

A. Time of regular meetings of the Board of Directors shall be determined by the President. The Corporation shall give not less than thirty (30) days notice of any regular meeting.

B. A majority of the members of the Board of Directors in good standing shall constitute a quorum for the transaction of any business of the Corporation .

C. Board members may not be represented by proxy.

Section 7: Special Meetings

A. Notice by the Corporation stating the time, date, and place of any special meeting of the Board of Directors will be delivered to each Director not less than fourteen (14) before the date of the meeting. Such notice shall state the business to be transacted.

B. A special meeting of the Board of Directors may be called by either the President, the entire Executive Committee, or five (5) members in good standing of the Board of Directors.

Article V – Officers

Section 1: Designation

Principal Officers of Corporation shall be: President, Treasurer, and Secretary. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2: Election of Officers

Officers shall also be Directors of Inc. and must be elected at the annual meeting. Officers shall be elected by the Board of Directors. Unless sooner removed by the Board, Officers shall serve for a term of one (1) year, or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of the regular Officers.

Section 3: Terms

All Officers shall serve a one (1)-year term that coincides with their term as Director. Terms of office shall begin and end at Corporation's annual meeting. There shall be no limit to the number of terms an Officer may serve (other than the limitations on his/her service as a Director); however, in the case of the Treasurer, the Treasurer may serve only up to six (6) consecutive terms unless he/she is a licensed CPA. After serving six (6) consecutive terms, the Treasurer (unless a licensed CPA) must take at least one (1) year off from the Treasurer position before being considered for another term as Treasurer.

Section 4: Resignation

An Officer may resign by giving written notice to Inc.. The resignation is effective without acceptance by the Board, when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5: Removal

Any Officer may be removed from his/her position for just cause by a majority vote of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the Officer affected in advance of the meeting.

Section 6: Executive Director

The Board of Directors may employ, at such compensation and at such time as it deems appropriate, an Executive Director, or additional staff. Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the

Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 7: President (Board Chair)

A. Subject to the direction and control of the Board, the President shall have general active management of the business of Corporation. When present, the President shall preside at meetings of the Board and Governance Committee.

B. The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officer of Corporation, shall sign and deliver in the name of Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or by the Board to another Officer or the Executive Director(s).

C. The President shall perform duties of other elected Officers in the event of their absence or inability to complete their duties.

D. The President shall serve as the Governance Committee Chair.

E. After the Board of Directors authorizes said committee, the President may appoint its members. The President shall be a voting ex-officio member of all committees.\

Section 8: Vice President (Vice Board Chair)

A. The Vice President shall act in the absence or disability of the President.

B. The Vice President shall assist the President as requested.

C. The Vice President shall perform other duties as prescribed by the Board, the President, or the Executive Director.

E. In the absence of an elected Vice President, the President and Treasurer shall perform the functions of the Vice President in a manner prescribed by the Board.

Section 9: Secretary

A. The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and of the Governance Committee.

B. The Secretary shall be responsible for maintaining all books, correspondence, committee minutes, paraphernalia, and papers relating to the business of Corporation, except those of the Treasurer. Copies of all documents shall be maintained at Corporation's registered office.

C. The Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws..

D. The Secretary shall perform other duties as prescribed by the Board, the President, or the Executive Director.

Section 10: Treasurer

A. The Treasurer shall have care and custody of monies belonging to Corporation and shall be responsible for such monies or securities of the organization.

B. The Treasurer shall keep, or cause to be kept, all financial records belonging to Corporation. All financial records shall be accurate and reliable. Copies of all documents shall be maintained at Corporation's registered office.

C. The Treasurer shall deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; make proper vouchers for deposit; and disburse (or cause to disburse) Corporation's funds and issue checks and drafts in the name of Corporation, as ordered by the Board.

- The Treasurer shall prepare (or cause to prepare) a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require. The Treasurer shall also prepare (or cause to prepare) the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Corporation's CPA/ Accountant if so authorized by the Board of Directors.

- The Treasurer shall serve on the Internal Affairs Committee.

- The Treasurer shall perform other duties as prescribed by the Board, the President, and the Executive Director.

Section 11 : Additional Duties and Powers

Any Officer of Corporation, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

Article VI – Committees

Section 1: Authority

The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors, including a Governance Committee comprised of the Officers of Corporation responsible for upholding the governance practices of Corporation. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. The Governance Committee is comprised solely of the

Officers of Corporation, however, members of other committees, other than the Committee Chair, need not be Directors or Officers of Corporation.

Section 2: Standing and Special Committees

The Board of Directors and/or the President shall have the power to establish and appoint standing, special or ad hoc committees, including the Committee Chair thereof, as may be deemed necessary or expedient for properly conducting the affairs of the Corporation, and may vest such committees with such powers as he or she may deem advisable. Special committees shall serve until the purpose(s) for which they were created has been accomplished. All committees shall be subject to the control, direction and supervision of the President-elect and shall make reports from time to time to the Board of Directors as requested.

A. Governance Committee: The Board of Directors, by resolution adopted by a majority vote of the Board, may establish a Governance Committee to consist of the President, Vice President, Secretary, and Treasurer. The Executive Director may also be a voting member of the Governance Committee; however, strict adherence to the Conflict of Interest policies shall be necessary. The President will be the Chair of the Governance Committee. The designation of the Governance Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Governance Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws and the power over matters related to the employment and compensation of the Executive Director. The Governance Committee shall be responsible for upholding the integrity of the Corporation and its governance structures, policies, and practices. The Governance Committee Shall also prepare the agenda for meetings of the Board. No individual shall continue to be a member of the Governance Committee if they cease to be a Director of Corporation

B. Internal Affairs Committee: The Board of Directors, by resolution adopted by a majority vote of the Board, may establish an Internal Affairs Committee, consisting of the Treasurer and at least two (2) other individuals. The Internal Affairs Committee is responsible for all affairs related to internal operation of the Corporation, including finance, risk management, volunteers and staffing, record keeping, internal communication, and internal growth and goal setting. The Internal Affairs committee is responsible for deciding financial policies, ensuring financial compliance, and creating the annual budget. The Board must approve the budget and all expenditures must be within budget, unless the budget is revised. Any major change in the budget must be approved by the Board. The financial records of the Corporation shall be made available to the Directors, committee members, staff, and all other individuals in any way affiliated with the Corporation.

C. External Affairs Committee: The Board of Directors, by resolution adopted by a majority vote of the Board, may establish an External Affairs Committee, consisting of at least three (3) individuals. The External Affairs Committee is responsible for all affairs related to the external operation of the Corporation, including fundraising, public relations, marketing, software design and development, publications, and external growth and goal setting. The External Affairs

Committee is responsible for upholding good fundraising practices, managing the Corporation's artist, donor, and partner networks, and creating the annual report. Annual reports are required to be submitted to the Board and reviewed at the annual meeting.

ARTICLE VII – Fiscal Year and Other Provisions

Section 1: Financial Year

The accounting year shall begin on the first day of July of each year and end on the last day of June of each year.

Section 2: Books and Accounts

A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name "JAM Concert Series"

B. In addition to the Executive Director (if one exists), the President and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the Presidency or Treasury positions are temporarily vacant, another Officer is authorized to temporarily act as a signatory.

C. Under the supervision of the Board of Directors, the Executive Director (if one exists) as well as the President and Treasurer may independently authorize expenditures of no more than \$1,000 for items and/or services reasonably necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures.

D. Corporation's books and accounts (or an exact copy thereof) shall be kept at the registered office.

E. All money fundraised in Corporation's name shall be deposited in Corporation's account and used for Corporation's charitable purposes according to Minnesota and Federal fundraising laws and rules.

Section 3: Examination by Directors and Members

Every Director and Officer of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, books and records of Corporation as described in Section 317A.461 of the Minnesota Statutes and make extracts or copies therefrom.

Section 4: Legal Instruments

All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director or Officer. Legal instruments in an amount exceeding \$5,000 shall be signed by no fewer than two (2) Officers of Corporation – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Corporation, they may do so ONLY after proper consideration

and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer may be personally liable on the legal instrument.

Section 5: Loans

No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by written resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 6: Periodic Reviews

To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules. All must be done within the rules/statutes governing charitable gambling and charitable solicitation.

Section 7 Affiliations

Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

ARTICLE VIII – Other Legal Provisions

Section 1: Amending the Articles of Incorporation and Bylaws

Corporation shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a majority of all Directors at a properly called meeting of the Board of Directors.

Section 2: Dissolution

In the event of dissolution of the Corporation, the funds and assets of the Corporation, after payment of all obligations, shall be distributed to an organization which is qualified under Section 501(c)(3) which has purposes and objectives similar to the Corporation, with the approval of the membership as in Article III, Section 3.5.

Section: Lobbying

The Corporation, nor any of its members, shall not on behalf of the Corporation participate or intervene in any political campaign on behalf of any candidate for any Federal, State or Local office, or commit a substantial part of the activities of the Corporation in the attempt to influence legislation.

Section 4: Indemnification of Directors, Officers and Employees

Except for any action, suit or proceeding by or in the right of the Corporation, the Corporation shall indemnify any current or former Director, Officer, or Employee of the Corporation against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which such person was made a party by reason of having been a Director, Officer or Employee, except in relation to matters for which such person shall be judged to be liable for negligence or misconduct in the performance of his or her duties. The Corporation may also reimburse to any Director, Officer or Employee the reasonable cost of settlements of any such action, suit, or proceeding if it shall be found by a majority of the disinterested members of the Board of Directors that it was in the best interest of the Corporation that such settlement be made and that such Director, Officer or Employee was not guilty of negligence or misconduct in the performance of his duties.

Section 5: Insurance for Indemnification

The Corporation shall have power to purchase and maintain insurance, in accordance with applicable law, to indemnify the Corporation for any obligation it incurs as a result of the indemnification of Directors and Officers under these Bylaws or the Law and to indemnify the Corporation's Directors and Officers.

Section 6: Compensation of Employees

In order to carry out the purpose and activities of the Corporation such individuals as are deemed necessary may be employed by the Corporation, and each such individual may be paid such compensation for his/her services actually rendered in the course of such employment as may be fixed in such manner as provided by the Executive Director, President, and Treasurer of the Corporation.

Adoption of Bylaws

Adopted by the action of the Incorporators on May 18, 2024 at Duluth, Minnesota, and as amended by committee and approved by the board on May 30, 2024 ATTEST by the Executive Committee: Thomas Woytko, President; Grant Carl, Vice President; Jacob Burkhart, Secretary/Treasurer