

By-Laws of the Jazz Education Network (as amended August 9, 2017)

ARTICLE I - Name and Location

1.1 Name. The Name of this Corporation, organized under the State of Illinois General Not For Profit Corporation Act, shall be the Jazz Education Network , herein referred to as the Corporation.

1.2 Location. The principal location of the Corporation shall be located at 1440 W. Taylor Street, Chicago, IL 60607 and may establish such other locations as its business from time to time shall require.

ARTICLE II - Purpose and Powers

2.1 Mission. The Jazz Education Network is dedicated to building the jazz arts community by advancing education, promoting performance, and developing new audiences.

2.2 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.

2.3 Earnings and Compensation. No member shall receive any compensation in his or her capacity as a Director or Officer. 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

3.1 Qualification. The members of this Corporation shall be those persons or organizations who support the purpose of the Corporation and pay the required dues for membership. Members shall be entitled to all rights and benefits in accordance with the provisions of these Bylaws. No person shall be rejected from membership due to race, religion, physical or mental impairment, national origin, sex or age.

3.2 Categories and Classifications. This Corporation through its Board of Directors may establish various categories of membership and appropriate dues.

3.3 Dues. The annual dues payable to the Corporation by members is such amount as may be determined from time to time by resolution of the Board of Directors.

3.4 Voting. Each member in a voting eligible membership category and in good standing shall be entitled to a single vote on such matters as: the election of the Board; ratify amendments to the Bylaws as per Article VIII, Section 8.1; proposal of a merger or dissolution; the sale of major assets of the Corporation or other issues submitted to a vote of the membership. Each Corporate, Institutional, or Chapter Network Member shall designate one representative to vote on any matters submitted to the general membership. Voting may be held by paper or electronic ballot.

3.5 Transfer. Membership in this Corporation is non-transferable and non assignable.

3.6 Termination. Membership will be terminated in this Corporation upon the occurrence of any of the following events:

- (a) Receipt by the Corporation of written resignation of a member, executed by the member or an attorney-in-fact duly authorized.
- (b) Death of a member.
- (c) The failure of a member to pay dues on or before the due date.
- (d) Failure of a member to retain qualifications for membership as herein described.

ARTICLE IV – Board of Directors

4.1 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 Illinois.

4.2 Number and Election of Directors. Members of the Board of Directors, are elected by the membership.

- (a) The number of elected Directors shall be no more than twenty-five (25). The Officers of the corporation shall serve as Directors throughout their terms of office.
- (b) All Past Presidents shall together constitute the Advisory Council of Past Presidents. The Past Presidents shall elect one representative to serve as a Director with voice and vote.
- (c) The Directors shall be elected by the membership from names submitted by the Board of Directors Nominating Committee to the membership. (b).
- (d) Directors shall hold office for a three (3) year term, to begin July 1 and end June 30, with approximately one-third of the Board being elected each year. Except as provided below, no voting Director may serve more than three (3) terms, consecutive or otherwise. Upon completion of three terms, consecutive or otherwise, a former Director may again be nominated and elected to the Board of Directors only after an absence of a minimum of 2 terms (6 years).

4.3 Vacancies. Any vacancy occurring on the Board of Directors caused by death, resignation or removal of an elected Director or Directors may be filled with a majority vote of the Directors. The Director(s) so elected shall hold office and serve until the election of his/her successor. The partial term served by a Director so elected shall not be counted for the purposes of the limitation on terms contained in Article IV, Section 4.2(d).

4.4 Qualification for Board of Directors. The qualification for being nominated, elected and remaining as a Director of this Corporation is that each Director must be a member in good standing in a Board service eligible membership category of this Corporation. A member in good standing is one who has paid his/her dues.

4.5 Powers and Duties.

- (a) The Board of Directors shall determine the general policies for the operation and control of the Corporation and its various activities. It shall endeavor to acquire funds for the operation, maintenance and repair of any property of the Corporation, and for the conduct of the activities of the Corporation. It shall consider and adopt an annual budget.

(b) The Board of Directors shall have direction of all funds held for the benefit of the Corporation. They shall have full and complete power, in the name of the Corporation, to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any real or personal property of the Corporation, and to borrow money for its corporate purposes at such rates of interest as said Board may determine to be reasonable. They shall also have the power and right to authorize the Officers of the Corporation to execute, acknowledge, and deliver conveyances, deeds, leases, notes, trust deeds, mortgages, contracts and other instruments for the purpose of effectuating the purposes of this Corporation.

4.6 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.

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

4.8 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.

4.9

4.10 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 ten (10) members in good standing of the Board of Directors.

ARTICLE V – Officers of the Corporation

5.1 Number of Officers. The Officers of the Corporation shall be the President, President-elect, Vice-President, Secretary, Treasurer, and Immediate Past President, or others to be determined by the Board of Directors. To serve as an Officer, one must be a member in good standing of the Corporation and except for the initial officers of the Corporation elected at inception, be a current member of the Board who has served at least one (1) complete year as a member of the Board of Directors. In addition to the duties specified below, the Officers shall perform all duties normally incident to their respective offices, subject to the supervision and control of the Board of Directors, and shall perform such other duties as may be assigned to them from time to time by the Board of Directors.

5.2 Election. Officers shall be elected by the Board of Directors from names submitted by the Officer Nominating Committee as described in 5.2(c).

(a) Each officer shall hold office for a two (2) year term.

(b) No officer may hold any single officer position for more than two terms.

(c) Except by majority vote of the Board of Directors, no officer may hold the following officer positions in any combination for more than two consecutive terms: Secretary, Treasurer, Vice-President.

5.3 Vacancies. Any vacancy of an Officer caused by death, resignation, disqualification, removal, or other cause, may be filled with a majority vote of the Board of Directors. The Officer so elected shall hold office and serve the remainder of the term created by the vacancy. The partial term served by an Officer so elected shall not be counted for the purposes of the limitation on terms contained in Article IV, Section 5.2.

5.4 Duties of the Officers.

(a) President. The President shall preside at all official meetings of the Board of Directors, Executive Committee, and membership. The President shall have, and exercise general charge and supervision of the affairs of the Corporation. The President may sign legal documents on behalf of the corporation as prudent and required. In addition, the President shall perform such other duties as the Board of Directors may designate. Upon request by the Board of Directors, the President shall issue annual reports of his/her activities to the Board of Directors and the general membership.

(b) President-elect. At the request of the President, or in his/her absence or disability, the President-elect shall perform the duties and exercise the powers of the President, including the signing of legal documents on behalf of the corporation as prudent and required in the absence of the President. The President-elect shall supervise and coordinate the activities of all Standing Committees. Upon request by the Board of Directors, the President-elect shall issue annual reports of his/her activities to the Board of Directors and the general membership.

(c) Vice-President. The Vice-President shall perform such duties as the Board of Directors and/or the President may designate.

(d) Secretary. The Secretary shall attend and keep the minutes of official meetings of the Board of Directors, Executive Committee and members of the Corporation. The Secretary may sign legal documents on behalf of the Corporation as required. In addition, the Secretary shall perform such other duties as the Board of Directors and/or the President may designate.

(e) Treasurer. The Treasurer shall oversee all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He/she shall keep full and accurate accounts of all moneys and obligations received and paid or incurred for or on account of the Corporation, and shall exhibit such books at all reasonable times upon reasonable request to any Director (or member) or agent or attorney thereof, at the offices of the Corporation or wherever such books and records are commonly maintained on behalf of the Corporation. The Treasurer may sign legal documents on behalf of the Corporation as required. In addition, the Treasurer shall perform such duties as the Board of Directors and/or the President may designate. The Treasurer shall issue a Treasurer's Report as appropriate at all regular meetings of the Board of Directors.

(f) Immediate Past President. The Immediate Past President shall supervise and coordinate the activities of the Advisory Council of Past Presidents. In addition the Immediate Past President shall perform such duties as the Board of Directors and/or the President may designate. Upon request by the Board of Directors, the Immediate Past President shall issue annual reports of his/her activities to the Board of Directors and the general membership.

5.5 Removal. Any Officer 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 officer 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.

5.6 Appointees.

(a) The Board of Directors and/or the President may, by resolution, letter, or by committee appointment, appoint individuals to perform various tasks or serve in various capacities as specifically set forth in such resolution or letter.

(b) In order to carry out the purpose and activities of the Corporation, such individuals so appointed shall receive no compensation. However, they may be reimbursed for expenses actually and reasonably incurred in the course of such appointments.

5.7 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.

ARTICLE VI – Committees

6.1 Executive Committee Membership. The Executive Committee shall consist of the President, President-elect, Vice President, Secretary, Treasurer, and Immediate Past President with voice and vote. The Executive Director will serve on this committee as an ex officio member with voice, no vote.

(a) Authority. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation during the intervals between regular meetings of the Board. The Executive Committee shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law upon it, him, or her. The President of the Corporation shall be the chairman of the Executive Committee and shall call regular meetings of the Executive Committee.

(b) Quorum and Voting. At any Executive Committee meeting, four (4) of its members shall be necessary to constitute a quorum for any purpose; and the action of a majority of the members present at any meeting of the Executive Committee at which there is a quorum shall be the action of the full Executive Committee.

(c) Limited Authority. The Executive Committee shall not have authority as to any of the following:

- The filling of vacancies on the Board of Directors or on the Executive Committee;
- The amendment or repeal of these Bylaws or the adoption of new Bylaws; and The
- amendment or repeal of any resolution of the Board.

6.2 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) Nominating Committee. The President shall select a Nominating Committee consisting of not less than five (5) nor more than nine (9) members from the Board of Directors. Members of the Nominating Committee must have completed at least one full year of Board Service at the time of their selection to the Nominating Committee. The Nominating Committee will include the President, the President-elect and at least one (1) additional voting member of the Executive Committee. The functions of the Board of Directors Nominating Committee shall be to select a slate of candidates to fill the vacancies of the Board of Directors. The slate of candidates shall be selected from nominations received from members in good standing. The Secretary shall certify the names and qualifications of the candidates. The slate of candidates for Board of Directors shall then be submitted to the membership at large for vote with each member having one vote.

Upon completion of the Board of Directors election, the Nomination Committee shall select a slate of candidates to fill the vacancies of the Officers. The candidates shall be selected from all eligible members of the Board of Directors, past and present. Names and qualifications of all nominees will be certified prior to being included on the slate. The slate of candidates for Officers of the Corporation shall then be submitted to the Board of Directors for vote with each current Director having one vote. The Officers will be elected by a majority vote.

(b) Finance Committee. The Treasurer shall select from among the Board of Directors a Finance Committee consisting of not less than five (5) nor more than nine (9) members, the Treasurer being the chair.

(c) Audit Committee. The President shall select from among the Board of Directors an Audit Committee consisting of not less than three (3) nor more than five (5) members.

(d) Personnel Committee. The President shall select from among the Board of Directors a Personnel Committee consisting of not less than five (5) nor more than nine (9) members.

6.3 Committee Chairs and Members

(a) The Committee Chair shall be appointed by the President. Committee Chairs shall normally serve for a term of three (3) years with continued participation subject to review by the President. The maximum length of service as Committee Chair will be three terms (nine years), consecutive or otherwise, on a single committee. At the conclusion of a Committee Chair's final term, s/he is eligible to remain as a member of the Committee.

(b) Committee members shall be appointed by the Committee Chair and the President. Committee members shall normally serve for a term of three (3) years with continued participation subject to review by the Committee Chair.

6.4 Committee Rules and Procedure. On an annual basis, in consultation with the President-elect and approval of the Board of Directors, each Committee Chair shall establish rules of organization and procedure. Committee members are encouraged to submit suggestions for Committee organization, procedures, and/or goals to their Committee Chair. Each Committee will report to the Board of Directors at its regular meetings as deemed appropriate.

6.5 Advisory Committees. The Board of Directors and/or the President may establish one or more advisory committee(s). Such advisory committees shall aid the Officers of the Corporation in all matters designated by the Board of Directors and/or the President.

ARTICLE VII – Fiscal Year and Other Provisions

7.1 Fiscal Year. The fiscal year of this Corporation shall be July 1 to June 30.

7.2 Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders

for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by the Treasurer, or any other person the Board shall designate, and may be countersigned by any of the other authorized officers of this Corporation. Contracts, leases, or other instruments approved by the Board of Directors may be executed in the name of and on behalf of the Corporation and shall be signed by the President or any other person the Board shall designate and may be countersigned by any of the other authorized officers of this Corporation.

7.3 Conflicts of Interest. The Board of Directors and Officers of the Corporation shall conduct its affairs under the provisions of Illinois State Law and shall abide by the JEN Conflict of Interest Policy (separate document).

7.4 Books and Records. This Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Members, Board of Directors, and Committees. The Corporation shall keep such books and records, including a record of the names and addresses of its Members entitled to vote, at its principal office.

7.5 Inspection of Books and Records. All books and records pertaining to the affairs of this Corporation shall be the property of the Corporation and may be inspected by any Member in good standing, or his or her agent or attorney, for any proper purpose, at the location where the books and records are kept, during regular office hours, upon reasonable request in writing. The President (or Executive Director) shall submit such reports to the Annual Meeting of the Members of the Corporation.

7.6 Independent Audit. The President or Treasurer shall present on behalf of the Board a Annual report, verified by a majority of the Directors and certified by an independent public or certified public accountant selected by the Board, showing in appropriate detail the following:

- (a) The assets and liabilities, including any trust funds, of the Corporation as of the 12 month fiscal period.
- (b) The principal changes in the Corporation's assets and liabilities, including trust funds, during such fiscal periods;
- (c) The revenue and receipts of the Corporation, both unrestricted and restricted to particular purposes, during such fiscal period; The expenses and disbursements of the Corporation, for both general and restricted purposes, during such fiscal period, and;
- (d) The number of Voting Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during such fiscal period, and a statement of the place where the names and places of residence of the current Voting Members may be found.

7.7 Earnings of the Corporation. No part of the income of this Corporation shall inure to the benefit of, or be distributed to, its members, Directors, or Officers, except as provided for in article 2.3 above.

7.8 Democratic Rules of Order. The proceedings of all meetings of Members of this Association, its Board of Directors, the Executive Committee, and all other committees of this Corporation, shall be governed by the Democratic Rules of Order, except as otherwise provided for by the Board of Directors, these Bylaws, or the Law.

7.9 Loans to Management. This Corporation shall make no loans to any of its Directors, Officers, Employees, Agents or personnel.

ARTICLE VIII – Other Legal Provisions

8.1 Modification of Bylaws. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, is vested in the Board of Directors and shall only be done so upon simple majority resolution. Bylaw changes may also be made by petition and proposal of a minimum of 100 members in good standing. Amendments properly submitted by Membership petition shall be considered and voted on by the membership. Approval and adoption shall be by a majority vote of the Members.

8.2 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.

8.3 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.

8.4 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.

8.5 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.

8.6 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 June 1, 2008 at Rosemont, Illinois, and as amended by committee and approved by the board on June 28, 2008. ATTEST by the Executive Committee: Mary Jo Papich, President; Dr. Lou Fischer, Vice-President; Julie Traenkenschuh, Secretary; and Bruce Silva, Treasurer.

Amended by approval of the Board of Directors, August 3-5, 2009. ATTEST by the Executive Committee: Mary Jo Papich, President; Dr. Lou Fischer, President-Elect; Jackie Harris, Secretary; John Clayton, Vice-President; and Andrew Surmani, Treasurer.

Amended by approval of the Board of Directors, August 3, 2010. ATTEST by the Executive Committee: Dr. Lou Fischer, President; Andrew Surmani, President-Elect; Jose Diaz, Secretary; John Clayton, Vice-President; Mary Jo Papich, Past-President and Rick Kessel, Treasurer.

Amended article 5.1 by approval of the Board of Directors, August 4, 2011. ATTEST by the Executive Committee: Dr. Lou Fischer, President; Andrew Surmani, President-Elect; Jose Diaz, Secretary; John Clayton, Vice President; Mary Jo Papich, Past-President; and Rick Kessel, Treasurer.

Amended article 4.2d by approval of the Board of Directors, August 8, 2013. ATTEST by the Executive Committee: Andrew Surmani, President; Dr. Lou Fischer, Immediate Past President; Bob Sinicrope, President-Elect; Monika Herzig, Secretary; Caleb Chapman, Vice President; and Rick Kessel, Treasurer.

Amended article 6.2 by approval of the Board of Directors, January 5, 2016. ATTEST by the Executive Committee: Bob Sinicrope, President; Andrew Surmani, Immediate Past President; Caleb Chapman, President-Elect; Monika Herzig, Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.

Amended article 7.3 by approval of the Board of Directors, August 7, 2016. ATTEST by the Executive Committee: Caleb Chapman, President; Bob Sinicrope, Immediate Past President; Todd Stoll, President-Elect; Sharon Burch, Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.

Amended article 7.8 by approval of the Board of Directors, August 7, 2016. ATTEST by the Executive Committee: Caleb Chapman, President; Bob Sinicrope, Immediate Past President; Todd Stoll, President-Elect; Sharon Burch, Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.

Amended article 1.2 by approval of the Board of Directors, August 9, 2017. ATTEST by the Executive Committee: Caleb Chapman, President; Bob Sinicrope, Immediate Past President; Todd Stoll, President-Elect; Mary Jo Papich, Interim Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.

Amended article 3.3 by approval of the Board of Directors, August 9, 2017. ATTEST by the Executive Committee: Caleb Chapman, President; Bob Sinicrope, Immediate Past President; Todd Stoll, President-Elect; Mary Jo Papich, Interim Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.

Amended article 3.5 by approval of the Board of Directors, August 9, 2017. ATTEST by the Executive Committee: Caleb Chapman, President; Bob Sinicrope, Immediate Past President; Todd Stoll, President-Elect; Mary Jo Papich, Interim Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.