

GARFIELD JAZZ FOUNDATION BYLAWS

ARTICLE I - MISSION OF ORGANIZATION

1.1 Name

The name of the organization which has been incorporated under the laws of the State of Washington as a non-profit corporation shall be Garfield Jazz Foundation (referred to herein as GJF).

1.2 Purpose

As stated in its Articles of Incorporation, GJF was organized exclusively for charitable and educational purposes, more specifically, to provide organizational and financial support for the jazz programs at Garfield High School in Seattle, Washington.

1.3 Mission

The mission of GJF is to support Garfield High School jazz ensembles by providing access to the best possible music education and performance opportunities for students, regardless of their financial circumstances.

1.4 Membership

All student musicians and their parents and/or guardians participating in Garfield Jazz are automatically confirmed as members.

1.5 Music Programs Supported

GJF provides support for ability-based jazz classes that are made available to Garfield High School students in each of the following bands:

- Jazz 1
- Jazz 2
- Jazz 3

1.6 Activities

The organization provides volunteer assistance to the music directors to help strengthen and build participation in music classes, concerts, and festivals. GJF also provides financial support for Garfield High School's jazz program through fundraising activities.

1.7 Corporate Status, Charitable Solicitations, Tax-Exemption and Annual IRS Filing

GJF was organized in 2002 by parents and guardians of jazz band students to support the development of the jazz program at Garfield High School.

GJF was incorporated on June 28, 2002 and was assigned UBI 602216167. The Annual Corporation Report is filed by the Treasurer on or before May 31. The Employer Identification Number (EIN) is 43-1978389.

GJF is registered under the Charitable Solicitations Act. The Treasurer is responsible for filing updates and/or annual registration on or before June 30 to avoid penalties.

GJF has tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. When issued, a copy of the Letter of Determination will be filed in the legal documents file maintained by the Organization's Secretary. The Treasurer is responsible for filing IRS form 990, 990EZ or 990N prior to November 15.

ARTICLE II – BOARD OF DIRECTORS

2.1 General

The affairs of the Corporation shall be managed by a Board of Directors.

2.2 Number

The minimum number of Directors shall be seven (7), be set by resolution of the Board, and may be changed from time to time by resolution, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

2.3 Election of Directors

Directors shall be elected each year at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office. Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later.

2.4 Annual Meeting

The annual meeting of the Board shall be held during the month of June on a date chosen by the President or the Board for the purposes of electing Directors and Officers and transacting such business as may properly come before the meeting. If the annual meeting is not held by the end of June, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.5 Meetings

Annually, the Board of Directors shall adopt a schedule of regular meetings which shall be held monthly from September through June and shall include the date, time and location. If the Board determines that any monthly meeting is unnecessary, the meeting may be cancelled. Special meetings may be called by or at the written request of the President or any Director and shall occur at a time and place mutually agreed upon by a majority of the Board of Directors.

2.6 Meetings by Telephone

Members of the Board may participate in a meeting by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.7 Quorum and Board Action

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. Voting by proxy shall not be allowed.

2.8 Action by the Board without a Meeting

Any action that could be taken at a meeting of the Board may be taken without a meeting if an electronic consent setting forth the action is agreed upon by each of the Directors. Any such consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

2.9 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified in the notice, or if the time is not specified in the notice, upon delivery thereof. Unless specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

2.10 Removal

One or more Directors may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors fixed by or in the manner provided by these Bylaws.

2.11 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors through less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of their predecessor in office.

2.12 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

2.13 Notices by Electronic Transmission

A notice may be provided in an electronic transmission if it satisfies the following requirements:

a. Notice to Directors in an electronic transmission that otherwise complies with these Bylaws is effective if a Director has provided an electronic address to the Board.

b. As used in these Bylaws, “electronic transmission” shall mean an electronic communication not directly involving the physical transfer of a record in a tangible medium which may be retained, retrieved, and reviewed by the sender and the recipient thereof, and which be directly reproduced in a tangible medium by a sender and recipient.

ARTICLE III - OFFICERS

3.1 Number and Qualifications

The officers of the corporation must be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other Officers may be elected or appointed by the Board, such Officers to hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any Officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary. Any elected Officer's position may be held jointly by two (2) people. The co-holders of each position shall each have one vote at a Board meeting. All Officers must be Directors of the Corporation.

3.2 Nominations

Nominations for members of the Board and Officers shall be made by a Nominating Committee appointed by the President. The Nominating Committee shall consist of GJF volunteers, and shall be comprised of at least three (3) individuals, with no more than two (2) being current Officers of the Corporation. The President will not serve on this Committee, and will designate an individual to serve as Chair. The Nominating Committee will consult with the Jazz Director about the slate nominees and then they will present the recommendations to the Board for consideration at the annual meeting of the Board, prior to the Election of new Officers of the Corporation.

3.3 Election and Term of Office

The Officers of the Corporation shall be elected each year by the Board of Directors at the annual meeting. Their terms of office shall coincide with the fiscal year. Unless an officer dies, resigns or is removed, they shall hold office for the duration of the fiscal year or until their successor is elected by the Board, whichever is later.

3.4 Board of Directors

The Board of Directors shall be a minimum of seven (7) Directors and shall consist of President, Vice President, Secretary, and Treasurer. The remaining Directors may consist of Communications Chair, Fundraising Chair and Band Rep, At-Large or others as needed.

3.5 Executive Board

The Executive Board shall consist of President, Vice President, Secretary and Treasurer. The Executive Board shall have general management over the Corporation and is authorized to transact all regular business between regular Board meetings, subject to any limitations placed on it by the Board. Meetings of the Executive Board may be held at such time or place as the President or two or more members of the Executive Board may designate in advance by written or telephonic notice to the members of the Executive Board. The Executive Board shall not have the authority to amend the Articles of Incorporation; amend, alter or repeal the Bylaws; elect, appoint or remove any Director or Officer of the corporation; adopt a plan of merger or consolidation with another organization; authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; adopt a plan for the distribution of assets of the Corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the Board of Directors. All actions of the Executive Board shall be reported to the full Board of Directors.

3.6 Resignation

Any Officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified in the notice or, if the time is not specified, upon delivery. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

3.7 Removal

Any Officer elected or appointed by the Board may be removed, with or without cause, by the vote of a majority of the Directors fixed by or in the manner provided by these Bylaws.

3.8 Vacancies

A vacancy in any office may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

3.9 President

The President shall be the Chief Executive Officer of the Corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board. The President may sign contracts and other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other Officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to them by the Board.

3.10 Vice President

In the event of the death of the President or their inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign contracts and other instruments. The Vice President shall perform duties from time to time as assigned to them by the President or by the Board. When practical and possible, the Vice President shall be considered by the Nominating Committee for the position of President for the subsequent fiscal year if deemed by the Nominating Committee to be in the best interest of the Corporation for both leadership and continuity.

3.11 Secretary

The Secretary shall: (a) keep minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of copies of the corporate records of the Corporation; (d) keep records of the post office address of each Director and Officer; and (e) in general perform all duties incident to the office of Secretary and such other duties may be assigned to them by the President or the Board.

3.12 Treasurer

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) be responsible for the reconciliation of the bank accounts on a monthly basis; (c) receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such moneys in the name of the corporation in one or more banks in accordance with these Bylaws; (d) provide a written financial report at all monthly meetings, at year end and/or when requested by the Officers; (e) ensure timely reporting of all reports that may be required by the laws of the State of Washington and the United States government; (f) make available in the Corporation's books and records for the audit described below in Section 4.6; (g) be responsible for maintaining the original copies of all legal documents and providing updated copies to the files, and to other Officers if requested. The original set shall be kept in a secure location. A duplicate set of documents shall be kept by the Secretary; and (h) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or the Board.

3.13 Communications Chair

The Communications Chair shall: (a) assist in maintaining the content the GJF website; (b) monitor, revise and send GJF email communications; (c) create surveys and oversee data collection; (d) maintain the GJF Calendar of Performance Schedules in coordination with the board and the GHS music staff; (e) in general perform all duties incident to the office of Communications Chair and such other duties as from time to time may be assigned to them by the President or the Board.

3.14 Fundraising Chair

The Fundraising Chair shall: (a) research and apply for giving opportunities, grant applications and other community fundraising campaigns; (b) along with the President, coordinate annual fundraisers; (c) monitor/modify bake sale fundraising; (d) monitor and publicize Employer Matching Gift Programs; (e) and in general perform all duties incident to the office of Fundraising Chair and such other duties as assigned to them by the President or the Board.

3.15 Band Rep, At-Large

The Band Rep, At-Large shall: (a) serve as a liaison between students/families and the GJF Board of Directors; (b) assist in raising engagement within and between all three jazz bands; (c) work with Communications Chair to ensure clarity around all Jazz Band events and activities; (d) help recruit parent volunteers to assist with concerts, trips, events, etc.; (e) work with Secretary to provide a Nominating Committee for recruiting incoming board members; (f) and take on special projects as needed and assigned by the President or Vice President.

ARTICLE IV – ROLE OF THE JAZZ DIRECTOR

4.1 Jazz Director

The Jazz Director shall: (a) set all academic priorities, (b) decide all curricula, (c) plan all performance opportunities, and (d) provide direction and oversight for the Jazz 3 teacher. The Board of Directors will work in conjunction with the Jazz Director to offer financial and volunteer assistance to support the Jazz Director’s vision and programming. This is not a Board position.

ARTICLE V – ADMINISTRATIVE AND FINANCIAL PROVISIONS

5.1 Contracts

The Board may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

5.2 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the full Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made and no credit shall be extended by the Corporation to its Officers or Directors.

5.3 Account Deposits and Disbursements

All funds of the Corporation not otherwise employed shall be deposited to the credit of the corporation in one or more banks as determined by resolution of the Board. All reimbursement requests shall be accompanied by a receipt; if no receipt is available, the expenditure must be approved by two or more officers of the corporation. Any expenditure in an amount exceeding \$2,000 not already specified in the annual budget must be approved by a majority of Officers of the Corporation. All checks, drafts or other payments on behalf of the corporation shall be signed by such officer or officers as determined by resolution of the Board; payee shall not sign on a check written to self. There shall be three authorized signers on each bank account including the President, Vice President and Treasurer. Funds from any account shall be used for the benefit of the Garfield High School jazz program and shall not be used to benefit any individual, except that reasonable compensation may be paid for services rendered for the benefit of the Garfield High School jazz program.

5.4 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the Corporation shall be the twelve months ending July 31.

5.5 Annual Budget

At each annual meeting, the Board of Directors (or a subset thereof) shall present to the Board for approval an operating budget for the upcoming fiscal year.

5.6 Budget Reserves

GJF shall maintain a cash reserve of funds in its bank account equal to the greater of \$50,000 or 100% of all contractual obligations defined in the budget (including annual contracts with instructors and vendors) and 25% of operating expenses (budget items that recur from year to year), but not including items defined in the budget as One-Time Expenses.

5.7 Audit

The President shall appoint two or more persons to audit the books and report to the Directors annually or more often. This financial review committee shall not include the Treasurer or any person authorized to sign on the GJF bank account(s) for the period being reviewed or any individuals living in their households. The monthly bank reconciliation will be reviewed by an individual appointed by the Board of Directors who does not have authorization to sign checks.

5.8 Insurance

GJF shall carry a minimum of general and professional liability insurance.

5.9 Printed Materials

The Board of Directors is responsible for all GJF printed material and will consult with school staff in regards to sensitive material prior to publication and dissemination.

5.10 Books and Records

The Corporation shall keep correct and complete records of accounts and finances, and shall keep minutes of the proceedings of its Board of Directors.

ARTICLE VI – BYLAWS AND AMENDMENTS

6.1 Annual Review

The President shall appoint one or more members of the Board of Directors to conduct an annual review of GJF Bylaws. These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of the majority at any meeting of the Board, as needed.

The foregoing Bylaws were adopted by the Garfield Jazz Foundation Board of Directors on _____, 2019.

Director and President

Director and Vice President

Director and Secretary

Director and Treasurer

Director and Communications Chair

Director and Fundraising Chair

Director and Band Rep, At-Large