

# BYLAWS OF THE FREDERICKSBURG JAZZ COLLECTIVE

The following shall be the system of bylaws observed by the Fredericksburg Jazz Collective and its members. There shall be a sequence of articles, each dealing with related and similar topics, each composed of a number of alphabetically designated sections and numerically designated related sub-sections, and each consistent with the mission and purpose of the Fredericksburg Jazz Collective.

Article I – Name

Article II – Purpose and Mission

Article III – Membership

Article IV – Board of Directors

Article V – Committees

Article VI – Meetings

Article VII – Parliamentary Authority

Article VIII – Amendments

Article IX – Severability

## ARTICLE I. NAME

The name of the organization described and in compliance with these regulations is “The Fredericksburg Jazz Collective”, of Fredericksburg, VA., hereinafter referred to as the “Collective”.

## ARTICLE II. PURPOSE AND MISSION

The purpose of the Collective is threefold :

- A. To advance public awareness of jazz music, its history, pioneers, styles and techniques, and its influence on modern culture and artistic expression,
- B. To support a revival of live music, and in particular jazz music, in Fredericksburg and its surrounding areas, for the benefit of our community’s cultural health, and
- C. To serve our membership by providing and promoting a range of resources for networking among jazz musicians, patrons and aficionados, and venues at which jazz may be heard.

## ARTICLE III. MEMBERSHIP

### A. Non-Discrimination

Membership in the Fredericksburg Jazz Collective is open to anyone, regardless of age, race, color, national origin, spiritual belief, gender, sexual orientation, or physical challenge, subject to other conditions of this article.

### B. Membership Dues

Membership shall be contingent upon timely remittal of regular dues payments to the Collective.

### C. Code of Conduct

No member shall be permitted to:

1. Commit the Collective or any of its affiliated members (other than themselves) to any action, endorsement, or other policy position outside the decision making process described in these Bylaws.
2. Misrepresent the decisions or policies of the Collective or related body in any public forum.
3. Through any act of omission or commission keep for his/her own use, misappropriate, or expend Collective funds.
4. Knowingly practice or advocate acts of racial, sexual, national, sexual orientation or religious discrimination.
5. Advocate or practice direct political action in any capacity of or connection to the Collective, except in the context of internal Collective business, such as the election of officers.
6. Disparage the work of the Collective in any public forum, including public meetings, media interviews, or official gatherings of any other organization.
7. Knowingly, and with malicious intent, violate any provision of these Bylaws.

#### D. Membership Sanction

Members and Directors of the Collective may be subject to sanction for violating, or colluding to violate, one or more of the provisions outlined in the Code of Conduct. Directors may also be subject to sanction for malfeasance in, or neglect of, their duties and responsibilities.

1. The process shall be initiated upon the submission, to the Board of Directors, of a written complaint signed by two or more members of the Collective.
  - a. The complaint shall include the names of the members requesting disciplinary action or sanction, the name of the member to be disciplined/sanctioned, a detailed description of the rationale for the request including any evidence available, and a description of any requested sanctions.
  - b. The written proposal shall be submitted to the Board of Directors.
  - c. In order to protect the rights of the disputed member, copies of the complaint shall not be released to the General Membership.
2. Upon receipt of the complaint, the Board of Directors shall inform the accused of the complaint, including all detail except the names of the accusers. The accused may then submit a written statement of defense, which must be submitted within two weeks.
3. The Board of Directors shall then decide, at its next meeting, whether sanctions are called for, and to decide upon such sanctions.
  - a. Sanctions may include, but are not limited to, suspension or revocation of membership in the Collective, suspension or revocation of voting rights, suspension or revocation of Director status, remittance of a fine, or other sanction allowed by law.
  - b. The accused is not permitted to participate in the decision.
  - c. The Board must provide a written recommendation, including justification, for all decisions reached.
4. There shall be an appeal process for any sanction of a member of the Collective. The appeal process shall proceed as described below:
  - a. Any two members, other than the member sanctioned, may initiate the appeal process.
  - b. Only one appeal shall be permitted for each sanction.
  - c. The appeal process shall be conducted in a manner identical to that described above for the initiation of a sanction, and shall observe the same time limits.

## E. Powers and Duties of the Membership

Members in good standing are empowered to vote on officer elections, bylaws amendments, and any other decisions specifically solicited of the membership by the Board of Directors. These decisions, and only these, are considered to be Decisions of the Membership, and such decisions are considered to be the right of only the Membership to make.

## ARTICLE IV. THE BOARD OF DIRECTORS

A. The Collective shall maintain the following officers elected by the voting membership. Together these officers constitute the Board of Directors of the Collective.

1. Chairperson
2. Vice Chairperson
3. Treasurer
4. Archivist
5. Logistics Director
6. Productions Director
7. Promotions Director
8. Webmaster

All candidates for office must be members in good standing of the Collective.

B. Powers and duties of the Board of Directors

1. Serves the will of the membership.
2. Serves as a liaison to relevant local, regional, and national public interest groups.
3. Serves as the final legal board and mediates all internal legal proceedings.
4. Makes/receives recommendations to/from the membership for the amendment of the Bylaws.
5. Appoints temporary or ad hoc committees.
6. Coordinates the work of the various committees and other working groups so as to assure the goals are mutually supportive.
7. Ensures compliance of the Collective and its activities with local, state and federal laws.

C. Powers and duties of the Chairperson

1. The Chairperson shall call, facilitate, and set agenda for meetings of the Board of Directors.
2. The Chairperson shall serve as an authorized signatory for all official Collective financial accounts.
3. The Chairperson shall serve as a primary spokesperson and correspondent for the Collective.
4. The Chairperson may call special meetings of the Board of Directors with the concurrence of one (1) other member of the Board of Directors.
5. The Chairperson or designated facilitator shall be responsible for determining whether a quorum is present at all Board meetings.
6. The Chairperson or designated facilitator shall be charged with enforcing any and all time limits for debate, discussion or voting specified by the Parliamentary Authority.
7. The Chairperson or designated facilitator shall review all proposals for consistency with these Bylaws.

8. The Chairperson shall record attendance and minutes of all Board of Directors meetings, including the text and status of any offered proposals, and pass them along to the Archivist no later than one (1) week after the meeting.
9. The Chairperson shall set yearly goals for the Standing Committees, and be responsible for ensuring that regular progress reports are being submitted by the Committee Directors.

#### D. Powers and duties of the Vice-Chairperson

1. The Vice-Chairperson shall assume the duties and responsibilities of the Chairperson in the event the Chairperson cannot perform these functions.
2. The Vice-Chairperson shall call, facilitate, and set agenda for meetings of the General Membership.
3. The Vice-Chairperson shall initiate and maintain contact with venues available to host General Membership meetings, and supply the Promotions Director with all information needed to produce complete, professional meeting announcements.
4. The Vice-Chairperson shall serve as an authorized signatory for all official Collective financial accounts.
5. The Vice-Chairperson shall serve as a primary spokesperson and correspondent for the Collective.
6. The Vice-Chairperson may call special meetings of the General Membership with the concurrence of three (3) other members of the Board of Directors, or two (2) other Board members, if one of them is the Chairperson.
7. The Vice-Chairperson shall plan and execute all elections within the Collective in a timely manner and shall enforce any and all election rules and procedures adopted by the Collective.
8. The Vice-Chairperson shall record attendance and minutes of all General Membership meetings, including the raw results and outcome of any elections, and pass them along to the Archivist no later than one (1) week after the meeting.

#### E. Powers and duties of the Treasurer

1. The Treasurer shall be responsible for maintaining and managing all official Collective financial accounts and records, until they are deemed out-of-date and handed over to the Archivist.
2. The Treasurer shall file any and all appropriate financial documents required by law or deemed necessary by the Board of Directors.
3. The Treasurer shall process all reimbursements and cash advances for Collective business and keep a record of such transactions.
  - a. Financial reimbursements totaling less than one hundred (100) dollars shall not require approval from the Board of Directors or membership. A receipt reflecting the cost of the goods and/or services being reimbursed must be collected and maintained by the Treasurer.
  - b. Financial reimbursements totaling more than one hundred (100) dollars must be approved by the Board of Directors. A receipt reflecting the cost of the goods/services must be collected and maintained by the Treasurer.
4. The Treasurer shall serve as the primary signatory for all official Collective financial accounts.
5. The Treasurer shall be able to report the status of all official Collective financial accounts to the Board of Directors and General Membership at each respective regular meeting, and may be required to submit additional reports by the Board of Directors.

#### F. Powers and duties of the Archivist

1. The Archivist shall be responsible for establishing and maintaining the official Collective library and archive, and for ensuring the safety of these materials and their faithful transference to subsequent Archivists.
2. The Archivist shall maintain records of all inactive or perpetual formal documents pertaining to the Collective, including membership lists, financial records, governance documents, correspondence, and incorporation records, etc.
3. The Archivist shall create and maintain all records of past Board and General Membership meeting attendance, notes, proposals, and voting results.

#### G. Powers and duties of the Logistics Director

1. The Logistics Director shall serve as coordinator of the Logistics Committee, and primary liason of this committee to the Board of Directors and General Membership.
2. The Logistics Director shall break down any goals received by the Board of Directors into specific tasks and sub-tasks necessary to achieve these goals.
3. The Logistics Director shall produce and deliver regular reports to the Board of Directors on its activities, budget, and progress toward its goals.
4. The Logistics Director shall maintain a list of Logistics Committee members, and actively strive to increase participation in this committee.
5. The Logistics Director shall produce and/or maintain a set of publicly-available official operating principles for the Logistics Committee, sufficient to ensure fair and organized meetings and responsibilities / roles of its members, and continuance of its viability as a committee.

#### H. Powers and Duties of the Productions Director

1. The Productions Director shall be responsible for the planning, preparation, and execution of the content of all FJC-hosted educational and performance events, including selection and format of material, and selection and rehearsal of musicians and educators.
2. The Productions Director shall have the authority to form and de-activate, as necessary, an ad-hoc Productions Committee to help with selection and preparation of the content, format, and quality of FJC-hosted public events. This Productions Committee may:
  - a. Pre-process and filter member suggestions for FJC-hosted events.
  - b. Develop and maintain FJC "stock presentations" of talking points, musical illustrations and demonstrations, historical narrative, projected slide material, and scripts.
  - c. Develop, maintain, and internally promote a "house book" of musical material (and associated performance references) in order to facilitate the adoption of a common repertoire.
  - d. Develop and maintain relationships with local musicians, educators, and speakers, to ensure a pool of talent that is familiar with our mission and material.
3. The Productions Director shall serve as coordinator of such a Productions Committee and as primary liason of this committee to the Board of Directors and General Membership.
4. The Productions Director shall forward electronic versions of all completed material to the Webmaster for publication, and to the Archivist for posterity.
5. The Productions Director shall break down any goals received by the Board of Directors into specific tasks and sub-tasks necessary to achieve these goals.
6. The Productions Director shall produce and deliver regular reports to the Board of Directors regarding activities, budget, and progress toward goals.

7. The Productions Director shall maintain a list of ad-hoc Productions Committee members, and actively strive to increase participation in this committee, when it is active.
8. The Productions Director shall produce and/or maintain a set of publicly-available official operating principles for such an ad-hoc Productions Committee, sufficient to ensure continuance of its viability as a committee when re-activated.

#### I. Powers and duties of the Promotions Director

1. The Promotions Director shall serve as coordinator of the Promotions Committee, and primary liason of this committee to the Board of Directors and General Membership.
2. The Promotions Director shall break down any goals received by the Board of Directors into specific tasks and sub-tasks necessary to achieve these goals.
3. The Promotions Director shall produce and deliver regular reports to the Board of Directors on its activities, budget, and progress toward its goals.
4. The Promotions Director shall maintain a list of Promotions Committee members, and actively strive to increase participation in this committee.
5. The Promotions Director shall produce and/or maintain a set of publicly-available official operating principles for the Promotions Committee, sufficient to ensure fair and organized meetings and responsibilities / roles of its members, and continuance of its viability as a committee.

#### J. Powers and duties of the Webmaster

1. The Webmaster shall build and maintain the Collective's website, listserves (if any), and membership / mailing lists.
2. The Webmaster shall strive to maintain and grow the Collective's web presence.
3. The Webmaster shall post materials presented to it for publication by the Logistics and Promotions committee, or any Board member, in a timely manner.
4. The Webmaster shall produce and deliver regular reports to the Board of Directors on his/her activities, budget, and progress toward his/her goals.

#### J. Terms of Office

1. Term shall last one year for each elected office, with no term limits.
2. Election for Vice-Chairperson is held at the midpoint of other officers' terms to ensure the availability of an election supervisor.

#### K. Election to Office

1. With the exception of the Vice-Chairperson office, Officers are elected by the General Membership according to guidelines and logistics designed and arranged by the Vice-Chairperson, and approved by the Board of Directors. The Board of Directors supervises the election of the Vice-Chairperson, with voting by the General Membership.
2. All officer elections require minimum advance notice at a General Membership meeting prior to the date on which the elections will be held.
3. Unless otherwise specified by the approved guidelines, officer nominations shall be presented to the election supervisor for the relevant election, in sufficient time to prepare ballots. Members are encouraged to nominate themselves.

## L. Removal from Office

Officers of the Board may be removed for malfeasance, misfeasance, or nonfeasance. Process for removal can be initiated by written proposal of two or more members of the General Membership, and follows the same procedures governing discipline of general members.

## ARTICLE V. COMMITTEES

A. The following standing committees are permanent bodies. Additional standing committees may be added by approval of the General Membership through the amendatory process.

1. Logistics Committee -- Responsible for the planning, promotion, and implementation of all events.
  - a. The Logistics Committee shall initiate and maintain contact with venues available to host Educational, Collective Performance, and Fundraising events
  - b. The Logistics Committee shall perform all logistics and event promotions necessary to ensure successful event outcome.
  - c. The Logistics Committee shall forward electronic versions of all promotional material it produces to the Webmaster for publication, and to the Archivist for posterity.
2. Promotions Committee -- Actively pursues growth in the ranks of Collective membership, and pursuit of individual donors. Facilitates the building of coalitions, and community awareness and understanding of the Collective.
  - a. The Promotions Committee shall be responsible for producing and distributing general membership and fundraising promotional material for the Collective, regardless of whether any events are upcoming.
  - b. The Promotions Committee shall forward electronic versions of all promotional material it produces to the Webmaster, and to the Archivist for posterity.
  - c. The Promotions Committee shall actively seek out new avenues for cooperation with other similar groups, and maintain a strong alliance with current coalitions for the advancement of the Collective's mission.
  - d. The Promotions Committee shall actively seek out individual donors and opportunities for pursuing operating funds.
  - e. The Promotions Committee shall conduct regular surveys of the Collective membership to assess ways in which the Collective can serve their needs.

## B. Ad Hoc Committees

- B 1. Ad hoc committees may be formed and dissolved by the Board for short-term needs or projects.
- C 2. Ad hoc committee Chairs are appointed by the Board of Directors but are not to be considered voting members of the Board of Directors.
- D 3. Ad-hoc committee Chairs shall serve as the liaison between their committee and the Board of Directors.
- E 4. Ad-hoc committee Chairs shall be responsible for ensuring that the committee is fulfilling its purpose, and regularly report, to the Board of Directors, progress of the committee in fulfilling said purpose.

## ARTICLE VI. MEETINGS

### A. Quorum at General Membership Meetings

1. General Membership meetings at which binding action is required by the bylaws or solicited by the Board (e.g. officer elections and bylaws amendments) are subject to a quorum requirement of 25 percent of members in good standing, plus the Vice-Chairperson or his/her designee, in order to be deemed official and binding.
2. General Membership meetings not requiring membership referendum or action are considered official if the Vice-Chairperson or his/her designee is present and officiating.
3. If a required quorum cannot be established or maintained, or if notice was insufficient (as determined by the Board), those present may proceed to consider matters on the agenda but only in an informal and advisory capacity. All matters that require Collective action shall be deferred to the next official meeting.

B. Quorum of the Board of Directors Meetings is 50 percent of the Board members, including at least the Chairperson or Vice-Chairperson.

### C. Quorum of Committee Meetings

Quorum of committee meetings shall be set and adjudicated by the relevant committee, in accordance with its operating principles.

### D. Order of Business

1. Ascertain that proper notice was given and agenda posted.
2. Ascertain whether a quorum is required and present.
2. Reading/summary of minutes of previous meeting.
4. Unfinished business.
5. Reports of officers and committee chairs as applicable.
6. New business : Processing of proposals on the table.

### E. Proposals

1. Proposals to be considered by the Collective may be submitted by any individual member to the Board of Directors or appropriate committee Chair for evaluation before submission to the relevant body.
2. The Board can amend the agenda for time-sensitive matters, without General Membership or committee consensus.
3. All formal proposals are expected to include:
  - a. Action requested,
  - b. Timetable for the proposal,
  - c. Body responsible for acting on the proposal,
  - d. Budget requirements.

### F. Frequency of Meetings

1. The General Membership shall meet no less frequently than yearly.
2. The Board of Directors shall meet no less frequently than quarterly.
3. Committees will determine the frequency in which they need to meet to fulfill their responsibilities, except: the meeting frequency of any committee may be prescribed by the Board of Directors, if deemed necessary to meet the committee's responsibilities.



G. Agendas : Agendas should be made publicly available at least 48 hours before the relevant meeting. Meeting notices and agendas for bylaws amendments and officer elections shall be made publicly available at least 30 days before the relevant meeting.

H. Motions and Voting: Proposals shall require a simple majority of votes cast by voting members present for passage, unless otherwise specified in these bylaws or the relevant committee operating principles. All bodies of the Collective shall strive to seek consensus in their decision-making. Members shall strive to adhere to the spirit of consensus by debating issues respectfully, remaining open to compromise and maintaining awareness of the time they occupy during discussions.

## ARTICLE VII. PARLIAMENTARY AUTHORITY

- A. The Collective will follow Robert's Rules of Order as its parliamentary protocol, with any customizations for the Collective explicitly captured in these bylaws.
- B. At no time may the Parliamentary Authority supercede the provisions outlined in the Bylaws.
- C. Copies of, or electronic links to the Parliamentary Authority shall be provided to all members of the Collective, and all amendments to said authority will be communicated to the members.

## ARTICLE VIII. AMENDMENTS

Amendments to the Bylaws may be introduced by submission of a well-formed proposal to the Board of Directors, who shall review it at their next Board meeting, and then forward it, in substantially similar form and in a timely manner, to the Vice-Chairperson for placement on the agenda as a Membership Decision at the next General Membership meeting for which an agenda has not yet been set, and which takes place no less than 30 days after proposal submission. Bylaws amendments shall require quorum and a minimum of 2/3 affirmative vote of those voting members present, for passage.

## ARTICLE IX. SEVERABILITY

- A. All provisions of the Bylaws are deemed severable.
- B. In case of conflict among provisions of these bylaws, each relevant provision will be assessed against the following criteria, given here in decreasing order of precedence:
  - 1. Consistency with the Articles of Incorporation,
  - 2. Consistency with the remaining Bylaws,
  - 3. Consistency with the Code of Conduct,
  - 4. Consistency with the Parliamentary Authority,
  - 5. Consensus of the Board of Directors.