

**Friends of the Jazz Depot, Inc.**  
**Bylaws**

**ARTICLE 1. Name.** The name of the corporation shall be Friends of the Jazz Depot, Inc. (the "Corporation"). The Corporation hereby adopts these bylaws as the bylaws of the Corporation (the "Bylaws").

**ARTICLE 2. Corporate Offices.** The Corporation shall maintain its primary office in the City of Tulsa, County of Tulsa, State of Oklahoma. The address of the Corporation's registered office is 6520 S Lewis Ave., Suite 15, Tulsa, OK 74136. The name of the Corporation's registered agent at such address is Andrew S. Hartman.

**ARTICLE 3. Status.** The Corporation shall be an Oklahoma based nonprofit corporation and is organized exclusively for charitable, cultural and educational purposes.

**ARTICLE 4. Mission.**

- 4.1 The primary charitable, educational, and scientific purpose for which the Corporation is organized is to promote education about the history of Jazz music and Jazz musicians.
- 4.2 The goal of the corporation shall be: To promote and support programs, events, venues, groups, individuals or others that advance the reach, appreciation or understanding of Jazz, Blues and Gospel Music art forms, and all things directly and indirectly related thereto.
- 4.3 The Corporation is not formed for pecuniary gain of any individual and no part of the assets, income or profit of the Corporation shall be distributed to or for the personal economic gain of its Members, Directors or Officers, without just compensation and benefit to the Corporation.

**ARTICLE 5. Board of Directors**

**5.1 Governance.** The property, business and affairs of the Corporation shall be managed by and under the control and direction of the Board of Directors who will serve as the final interpreter of the charter and bylaws of the Corporation and make such rules and regulations as may be necessary to achieve the Corporation's mission as described above.

- a. **Number.** The Board of Directors shall be comprised of no fewer than three (3) and no more than seven (7) Directors. The majority of the Board shall elect a Chairman. The identity of the initial Board members and their respective terms of service are as

follows:

- i) Dave Johannes to serve until July 20<sup>th</sup>, 2023.
- ii) Tristan Koch to serve until July 20<sup>th</sup>, 2023.
- iii) Hannah Morris to serve until July 20<sup>th</sup>, 2023.

At the expiration of any Board member's term, he or she may be re-elected for successive two (2) year terms of service, or if not re-elected, his or her replacement as elected by the majority vote of the Board shall serve for two (2) years, with an election of successor or re-election to follow the completion of each two year term. Should any Director be terminated by a majority vote of Directors (as provided below), or should any Director resign, a successor shall be elected by a majority of Directors to serve the remainder of the former Director's term.

- b. **Election.** The Corporation's Board of Directors may elect additional Board Directors as it sees fit up to seven (7) total Directors and shall elect a Director for each Director's seat should one become vacant.
- c. **Election Procedure.** The Corporation's Board of Directors may elect additional Directors or fill a vacant seat by a majority vote of the Board of Directors. In the event a vacant seat is created, if a majority cannot be obtained, the Chairman shall appoint an individual to fill the vacant seat.
- d. **Effective Date.** Each Director shall take office immediately upon election, as described herein.

## 5.2 Duties. The Board of Directors shall:

- a. **General Powers.** Transact all necessary business of the Corporation and establish standing and ad hoc committees as may be necessary to achieve the Corporations' mission.
- b. **Budget.** Develop or direct staff to develop an annual budget to be submitted for approval at the annual meeting of the Corporation.
- c. **Audit.** Appoint an independent accountant to review the financial records of the Corporation and provide the Corporation with an annual certified, independent audit that conforms to the generally accepted accounting principles.
- d. **Evaluation and Planning** Gather input, program and managerial suggestions from the board, staff, donors, vendors, audiences, clients and the public prior to annual meetings of the Board for discussion and to guide the planning process for the Corporation in the coming year.
- e. **Annual Report** Be responsible for the preparation of a written annual report to be provided to board members, staff, clients, donors, regulatory agencies and the public during the first quarter of the fiscal year.
- f. **Oversight** Provide oversight of the responsibilities, professional development and annually assess the performance of any staff hired by the Corporation.

### 5.3 Resignation and Removal

- a. **Resignation** Any member of the Board of Directors may resign at any time by giving written notice thereof to the Board President, Secretary or Treasurer. Such resignation shall take effect at the time specified, and, unless otherwise stated, acceptance of such resignation shall not be necessary to make it effective.
- b. **Removal.** Any member of the Board of Directors may be removed from office by a simple majority vote of the Board at a regular or special meeting called for that purpose. Removal from office will result only from a member's inability or unwillingness to meet the requirements of membership and board service or for activities that are illegal, reflect negatively on the Corporation and / or put the Corporation mission at risk. Any Director proposed to be removed by a vote of the other Directors shall be entitled to notice in writing of the meeting at which such removal is to be considered and shall be entitled to be heard at such meeting.
- c. **Automatic Removal from Office.** Any Director missing two (2) consecutive meetings without satisfactory explanation provided to the Board of Directors may be automatically removed from the Board and be so notified in writing. A new Director will be appointed to complete the unexpired term as provided in these Bylaws.

## **ARTICLE 6 Officers and Duties.**

**6.1 Officers.** The elected officers of the Corporation shall be a President, Secretary, and Treasurer, and such other officers as the Board of Directors may from time to time create. Individuals shall be eligible to hold elected offices if they have been duly elected to the Board of Directors. The term of office for all officers is one (1) year. The term of office begins upon election.

- a. **Staff.** The Board of Directors may hire professional staff to administer the day to day responsibilities of the Corporation and to meet the programmatic and managerial requirements of the mission. The Staff of the Corporation will serve at the pleasure of the Board of Directors, and any managers they appoint.

### **6.2 Function of Officers.**

- a. **The President** shall be the principal executive officer of the Corporation, shall preside at meetings and sign or countersign all contracts and conveyances and such instruments of obligation of the Corporation, as directed by the Board of Directors; shall appoint committee chairpersons; shall make reports to the Directors and perform such duties as are incident to the office.
- b. **The Treasurer** shall have or be responsible for custody and control of all funds, tangible assets, and property of the Corporation. S/he shall keep or cause to be kept a current and accurate account of receipts and expenditures; maintain all bank, trust

and investment accounts, shall review monthly written financial statements and present a quarterly statement for the regular Board meetings of the Corporation, and at other times as requested. S/he shall perform such other duties as required by the Board of Directors.

- c. **The Secretary** shall keep, or cause to be kept, the records of the Corporation and a record of the minutes of meetings and shall attend to correspondence and notices.

**6.3 Execution of Contracts:** By a majority resolution, the Board may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board or by these Bylaws, no officer, employee or agent shall have the power or authority to bind the Corporation by any contract or engagement, to incur credit or pledge its assets, or to render it liable for any purpose or in any amount.

**6.4 Checks and Drafts:** All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board. Each such person shall give such bond, if any, as the Board may require.

**6.5 Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, the President or the Treasurer (or any other officer or officers, agent or agents or attorney or attorneys of the Corporation who shall from time to time be determined by the Board) may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the Corporation.

**6.6 Bank Accounts:** The Board may from time to time authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board may select or as may be selected by any officer or officers, agent or agents or attorney or attorneys of the Corporation to whom such power shall have delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

**6.7 Administration of Gifts and Donations:** The Board shall create and administer specified funds to which donations may be made for the betterment of the Friends of the Jazz Depot, Inc.. The Board shall be responsible for administering such gifts with due regard to the intention of the donor. No gift shall be accepted by the

Friends of the Jazz Depot, Inc. conditioned that any person or entity other than the Board shall administer the gift.

#### **6.8 Elections.**

- a. A President, Secretary, and Treasurer shall be elected by majority vote of the Board of Directors from among its members as necessary.
- b. Directors may nominate themselves or be nominated by another Director.
- c. Elections shall be by roll call vote.
- d. A majority vote shall constitute an election; in case of a tie, the choice shall be determined by lot.
- e. Pursuant to these Bylaws, the election of Directors and officers shall occur at any time as determined by the Board of Directors.

- 6.9 Vacancies.** Any vacancies of any office that occur will automatically trigger an election by the Board of Directors to fill the vacancy. The duties of the office that has been vacated will be assumed by a nominated Director of the board until an election can be held. The nominee to temporarily fill the vacancy must be approved by a majority of the Board of Directors.

### **ARTICLE 7. Meetings.**

#### **7.1 Corporation Meetings**

- a. An annual meeting of the Corporation shall be held in the second half of the fiscal year on a date to be decided by the Board of Directors.
- b. Notice of the annual meeting shall be sent or caused to be sent by the Secretary to all members at least two weeks prior to the meeting.
- c. Special meetings of the Corporation may be called at any time by a majority of the Board of Directors. Notice of special meetings of the Corporation shall be sent or caused to be sent by the Chair or Secretary to all Members at least five (5) days prior to the meetings.

#### **7.2 Board of Directors Meetings**

- a. All business and discussions conducted at the Board of Directors meetings will be held in confidence by Board Members.
- b. Regular meetings of the Board of Directors shall be held on the day and the time determined by a majority vote of the Directors at least four times annually. The annual meeting of the Corporation may be counted as a meeting of the Board of Directors if a quorum of the Board is present at the annual meeting.
- c. Notice of a regular meeting and an agenda shall be sent or caused to be sent by the Secretary to all Board Members at least ten days prior to the meeting.

- d. Three directors constitute a quorum.
- e. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors. All Directors must receive notice of the meeting, including the reason that the meeting is being called, at least five days prior to the meeting; provided, however, that in an emergency, the meeting may occur without a full five days' notice if good faith efforts have been made to personally notify all Directors.
- f. Directors may participate in any regular or special meetings of the Board, or any meeting of a committee designated by the Board, by means of conference telephone or other communications equipment pursuant to which all persons participating in such meeting can hear each other, and such participation shall constitute presence in person at such meeting for all purposes.

## **ARTICLE 8. Committees.**

**8.1 Committees and Task Forces.** The Board of Directors may appoint committees, as it deems appropriate in carrying out its purposes.

## **ARTICLE 9. Seal and General Provisions**

**9.1 Seal.** The seal of the Corporation shall be in the form of a circle and shall bear the word "Seal," the name of the Corporation and words and figures showing that the Corporation was incorporated in the State of Oklahoma and the year of incorporation.

**9.2 Fiscal Year.** The fiscal year of the Corporation is a Calendar year.

**9.3 Amendments.** Amendments and revisions to these Bylaws may be made at any meeting by a two-thirds vote of the directors present only if previous notice has been sent to all Members of the Board at least two weeks prior to the vote.

### **9.4 Notice.**

- a. Any notice required to be given by these Bylaws may be given by written notice delivered personally, by U.S. Mail to the last-known address, transmitted by facsimile or sent by electronic mail to the address provided by the member and shown in the records of the Corporation.
- b. If mailed, such notice shall be deemed to be given when deposited in the United States Mail in a sealed envelope so addressed, with postage prepaid. When transmitted by facsimile or email, such notice shall be deemed to be given upon transmission.
- c. The attendance of any member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- d. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, unless specifically required by law or by these Bylaws.

**9.5 Books and Records.** The Corporation shall keep correct and complete books and records of account and, shall keep minutes of the proceedings of its Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her accredited agent or attorney for any proper purpose at any reasonable time. All such records are open to the public fully as provided by Oklahoma law.

## **Article 10. Conflicts of Interest.**

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction, financial arrangement or other action that might benefit the private interest of an officer or director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**10.1 Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- e. A Financial Interest is not necessarily a conflict of interest. Under Article XII, Section 10.3, a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**10.2 Duty to Disclose.** In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**10.3 Determining Whether a Conflict of Interest Exists.** After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, s/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and resolved. The remaining board or committee members shall decide if a conflict of interest exists.

**10.4 Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the person who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **10.5 Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**10.6 Annual Statements.** Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.



**10.7 Periodic Reviews.** To ensure the Corporation operates in a manner consistent with charitable purposes 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 the 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.

**10.8 Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 10.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

#### **ARTICLE 11. Conflicts of Provisions.**

In the case of any conflicts between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

#### **ARTICLE 12. Termination of Corporation/ Dissolution**

The Board of Directors may vote to terminate the Corporation by two-thirds majority vote in a regular or special meeting called for that purpose. In the event that the Corporation is dissolved, all assets will be liquidated under the direction of the Board and any assets remaining after the satisfaction of all outstanding creditors shall be disbursed to an established 501(c)(3) tax-exempt nonprofit organization with a mission similar to or complimentary to that of the Corporation.

Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is located, exclusively for such purpose or to such organizations, as said court shall determine are organized and operated exclusively for such purposes.