

UNLIMITED JAZZ, LTD. OF GREATER MILWAUKEE BY-LAWS

JANUARY 2004

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BY-LAWS OF UNLIMITED JAZZ, LTD. OF GREATER MILWAUKEE
ARTICLE I-PURPOSE

The purpose for which this corporation is organized is to cultivate, promote and develop the appreciation and understanding of jazz music as an American art form by I without limitation by reason of enumeration presenting public jazz concerts and festivals and helping and encouraging jazz musicians and composers through scholarships and commissions for new works.

This corporation is exclusively organized for and dedicated to the above and foregoing charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501-C (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The corporation shall receive, hold, care for, maintain, invest in and operate its assets and contributions of real and personal property in order to use, apply and distribute from time to time the whole or any part of the income therefrom and the principal thereof exclusively for the purposes set forth above.

ARTICLE II-GENERAL

Section 1 -Powers

The corporation shall have all the powers now or hereafter authorized by the Wisconsin Nonstock Corporate Law (Chapter 181, Wisconsin Statutes), except to the extent that any such powers are expressly limited by the articles of incorporation or these by-laws. The corporation shall not be considered to have any powers which would in any way conflict with the purposes for which this corporation is organized. The corporation/organization herein shall be referred to as U.J.L.

Section 2 - Limitations

A. In administering and distributing the assets and net income to accomplish its purposes, U.J.L. shall be limited to apply such assets and net income in the State of Wisconsin in such manner that U.J.L. will at all times be exempt from Wisconsin and Federal income taxes and that contributions to the corporation will be deductible by donors for Wisconsin and Federal income, inheritance, estate and gift tax purposes. U.J.L. shall comply with all laws, rules and regulations of the State of Wisconsin and the United States (including rules and regulations issued by the Commissioner of Internal Revenue) so as not to endanger in any way its status as an exempt organization, and U.J.L. is authorized to employ all lawful means necessary to preserve and maintain such status as an exempt organization.

B. No part of the assets and net earnings of U.J.L. shall ever inure to the benefit of any member, director, or officer of U.J.L., or to any private individual (except that reasonable compensation to be determined by the Board of Directors may be paid for services rendered to or

for U.J.L. affecting one or more of its purposes). No member, director or officer of U.J.L. or any private individual shall be entitled to share in the distribution of U.J.L. assets upon dissolution of U.J.L., except that this limitation shall not bar a distribution upon dissolution, to a charitable organization, which has been duly recognized by both governmental taxing authorities as an exempt organization.

ARTICLE III - OFFICES

A. The principal office of U.J.L. in the State of Wisconsin shall be located in the Greater Milwaukee area, or at such other place in the State of Wisconsin as the Board of Directors may designate.

B. The registered office of U.J.L. is required by the Wisconsin Statutes to be maintained in the State of Wisconsin.

ARTICLE IV-MEMBERS

Section 1 - Annual and Special Meetings

A. The annual meeting of the voting members shall be held in the month of January 1 or as early in the calendar year as deemed feasible by the Board of Directors, for the purpose of electing directors and for the transaction of any other business.

B. Special meetings of the members, for any purpose or purposes, may be called by the President, the Board of Directors, or by a majority of members entitled to vote.

c. All meetings and concerts, in enclosed environments, shall be smoke-free wherever practical.

Section 2 - Place of Meeting

The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting. Any meeting may be adjourned to reconvene at any place designated by vote of a majority of the members represented thereat.

Section 3 - Notice of Meeting

Written notice stating the place, day and hour of the annual meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven nor more than thirty days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the membership books of U.J.L. with postage thereon pre-paid.

Section 4 - Quorum

A majority of 51% of the members present shall constitute a quorum at a meeting of members.

Section 5-Proxies

At all meetings of members, a member entitled to vote may vote by proxy appointed in writing by the member or by his duly authorized attorney. Such proxy shall be filed with the Secretary of U.J.L. before or at the time of the meeting.

Section 6 - Voting

A. Each dues paying member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Corporate and patron members are considered dues paying members and entitled to one vote each member.

B. A majority of 51% of the votes entitled to be cast by the members present in person or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 7 - Membership

A. Applications for membership shall be made to the secretary of U.J.L. or such other officer or officers as the Board of Directors may direct. The Board of Directors may approve or reject any such application in the best interests of U.J.L.

B. New memberships (dollar amount determined by the Board of Directors) cover the first calendar year of membership.. However, if paid in October, November or December, they also cover the next calendar year in full. Student Membership rates are available (dollar amount determined by the Board of Directors) and application must be accompanied by a copy of the student ID.

c. Renewal dues (dollar amount determined by the Board of Directors) are assessed in January of each year.

D. Any member may resign such membership by tendering the resignation in writing to the president or secretary of U.J.L.

E. Members will be dropped for non-payment of renewal dues after notification of delinquency.

Section 8 -Expulsion of Regular Members

A member may be expelled from membership upon a majority of 51% of the members present and entitled to vote, provided, however, that such vote of expulsion shall be taken only of members at an annual meeting or a special meeting of members called for that purpose, upon written notice to the member at least twenty (20) days in advance of the meeting notifying the member of the meeting and the reasons for expelling him or her, and after affording such member a hearing at the meeting. Upon an affirmative vote in favor of expulsion, that member shall thereupon cease to be a member and have no further rights or interest in U.J.L.

Section 9 -MembershiD Certificates

Membership cards will be issued annually upon receipt of dues. Said cards are to be signed by the President.

ARTICLE V- BOARD OF DIRECTORS

Section 1 -General Powers

The business and affairs of U.J.L shall be managed by its Officers and the Board of Directors.

Section 2- Number, Tenure and aualifications

A. The number of directors of U.J.L. shall be an uneven number, not less than three (3) and no more than thirteen (13). Each director shall hold office until every other annual meeting of members or until his successor shall have been elected and qualified.

B. The presiding president shall serve as chairperson of the Board of Directors. Upon the expiration of said president's term, he or she shall continue as a board member for a period of two years thereafter. All other director's terms shall be two year terms, to be staggered, so that only one half of the Board will be up for election each year.

C. Any member wishing to become a board member must agree that they will not so- licit to sell their goods or services to U.J.L. during their term.

D. Any board member resigning before his or her term of office is completed should submit their resignation to the president in writing.

Section 3 - Reaular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members. The Board of Directors will determine the time and place for the holding of additional regular meet- ings.

Section 4 - Special Meetings

Special Meetings of the Board of Directors may be called by or at the request of the president, secretary or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

Notice of any special meeting shall be received at least 48 hours previously thereto by each director.

Section 5 -Quorum

A majority of 51% of the number of directors fixed at that year's annual meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6 - Removal

A. Any director may be removed from the Board for cause by the affirmative vote of a majority of Board members at a special meeting of the Board of Directors called for that pur- pose and after affording such director a hearing at that meeting. Such removal shall not termi- nate membership in U.J.L., but will prevent the person from eligibility for office until the second annual election following removal.

B. If a Board Member does not attend two (2) consecutive Board meetings and these absences are unexcused, this shall constitute cause for removal from the Board of Directors, but not from membership in U.J.L.

Section 7 - Vacancies

The Board of Directors may fill any vacancy in their board happening after any regular annual election, until the next succeeding election, by the affirmative vote of a majority of the directors then in office.

Section 8 - Presumotion of Assent

A director of U.J.L., who is present at a meeting of the Board of Directors or a commit- tee thereof at which action on any U.J.L. matter is taken shall be presumed to have assented

to the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VI - OFFICERS

Section 1 -Number

The principal officers of U.J.L. shall be a President, Vice President, Treasurer, Secre- tary I and a Sergeant at Arms, each of whom shall be elected by the Board of Directors.

Section 2 - Election and Term of Office

The officers of U.J.L. shall be elected annually by and from the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3 - Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of U.J.L. will be served thereby, but such removal shall not terminate membership in U.J.L. but will prevent the person from seeking office only at the next annual election.

Section 4 - Vacancies

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term. All resignations shall be submitted in writing.

Section 5 - President

The President shall be the principal executive officer and Chairperson of the Board of U. J.L., subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of U.J.L.. He or she shall, when present, preside at all meetings of the members and of the Board of Directors. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of U.J.L., or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time under the guidelines of *Robert's Rules of Order*. The President shall recommend committee chairpersons, for all committees, to the Board of Directors for approval.

Section 6 - Vice President

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned by the President or by the Board of Directors, including serving as an ex-officio member on all committees.

Section 7 - Secretary

The U.J.L. Secretary shall: (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) provide a synopsis of board meeting actions to the Jazz letter editor monthly for publication; (c) be custodian of U.J.L. records; (d) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (e) keep a register of the post office address of each member which shall be furnished to the Secretary by such member. The Secretary, in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 8 - Treasurer

The Board of Directors may require that the Treasurer shall be bonded for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall: (a) have charge and custody of and be responsible for all funds and securities of U.J.L., receive and give receipts for monies due and payable to U.J.L. from any source whatsoever, and deposit all such monies in the name of U.J.L. in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and (b) submit a monthly-year to date financial report at each Board meeting, (c) submit a yearly audit; (d) pay to the State of Wisconsin all corporate fees required and (e) perform all of the duties as from time to time may be assigned to him/her by the President and by the Board of Directors.

Section 9 - Sergeant at Arms

The Sergeant at Arms shall be responsible for maintaining an orderly assembly at members or Board of Directors meetings, determine whether a quorum is present, and refer to the by-laws or *Robert's Rules of Order*, when called for, concerning a question on the conduct of a meeting, member, transaction, etc. of U.J.L.

Section 10 - Salaries

No officer shall receive any salary by reason of his office. He may be reimbursed for expenses incurred in pursuit of U.J.L. business when such expenses are authorized by the Board of Directors.

ARTICLE VII - CONTRACTS. LOANS. CHECKS. AND DEPOSITS

Section 1 - Contracts

The President may authorize an officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of U.J.L., and such authorization may be general or confined to specific instances.

Section 2 - Loans

No loans shall be contracted on behalf of U.J.L. and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3 - Checks. Drafts. etc.

All checks, drafts or other orders for the payment of money. notes or other evidences of indebtedness issued in the name of U.J.L. shall be signed by the President and Treasurer of U. J.L. and in such manner as shall from time to time be determined by or under authority of resolution of the Board of Directors.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the U.J.L. shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE IX - AMENDMENTS

Section 1 - Board of Directors

The Board of Directors may from time to time, by vote of a majority of its members, adopt, amend or repeal any and all of the by-laws of U.J.L.

ARTICLE X - SCHOLARSHIP/CHARITY FUND

Section 1 - ChairPerson/s

A Scholarship Chairperson's shall be elected by a majority vote of the Board of Directors to organize the auditions and distribution of the Scholarship awards. The awards amount shall be determined by majority vote of the Board of Directors. The Scholarship Chairperson's will notify schools in the Greater Milwaukee area by mail of the awards available to students.

Section 2 - Scholarship/Charity Fund

All monies collected and designated for "Unlimited Jazz Ltd. Scholarship/Charity Fund" shall be used for the sole purpose of awarding scholarships to students who fill the requirements as set forth in established requirements, and are judged winners of said scholarship/s. All money in this account shall be used for Unlimited Jazz Ltd. scholarship and charitable donation awards only and shall not be used for any other purpose. The Treasurer shall provide a separate accounting of all Scholarship/Charity Fund money.

List of Amendments, Revisions, Addendums.

AMENDMENT

Article IV, Section 2, Paragraph C-Add words: "solicit to" before the word "sell", January 10, 1991.

By-laws revised and approved by Board of Directors - June, 1995.

AMENDMENT

Article X, Section 1, Paragraph A: Add words "Jefferson, Walworth, Kenosha" after Racine February 13, 1996.

AMENDMENT

Article IV, Section 2, Subsection B to read "Board members to be elected to two-year terms. Terms shall be staggered so that only one-half of the board will be up for election each year." July, 1997.

AMENDMENT

Article X, Section 1-Delete word "high" before school. February 11, 1999

AMENDMENT

Article X, Section 2-Reworded to reflect a broader approach to applicants. February 11, 1999.

AMENDMENT

Article III, Section 1 and/or Section 2-in a smoke-free environment. March, 1999.

By-laws revised and approved by Board of Directors - July 9, 2003, Effective January 1, 2004.