

BY LAWS OF  
THE SOCIETY FOR THE PRESERVATION OF  
DIXIELAND JAZZ, INC

These By-Laws were adopted by vote of the membership of the Society for the Preservation of Dixieland Jazz, Inc., on 11 February 2021, and shall replace and supersede all other By-Laws and are the laws by which SPDJ is governed.

ARTICLE I - Time and place of meetings

- 1) Regular General Meetings of the Society for the Preservation of Dixieland Jazz, Inc. (SPDJ) shall be held on the fourth Sunday afternoons of each month at time and places to be specified by the Board of Directors herein as described. Should it be deemed prudent for any reason the Board of Directors may cancel or change the date or place of a General Meeting, or may call additional General meetings.
- 2) Board Meetings of SPDJ shall be held once a month for the purpose of transacting business and planning, at a time and day agreed to by the Board of Directors. Should it be deemed prudent for any reason the Board of Directors may cancel or change the date or place of a Board Meeting, or may call additional Board meetings.

ARTICLE II - Elected Officers and their duties

The Board of Directors (also called herein "the Board") shall consist of the following elected officers and appointed officers and shall have the general direction of the Society. The Board shall have the power to transact all SPDJ business and shall meet once a month for this purpose. These officers shall be expected to attend all Board Meetings and as many General meetings as possible. Any Officer may assist another in his or her duties upon request, but must not usurp another's duties. All officers must be SPDJ members during their term.

- 1) The President shall
  - a. Preside at all meetings of the Board of Directors
  - b. Preside at all General Meetings
  - c. Ensure all officers perform their duties as described in these By-Laws
  - d. Be an official member of all committees;
  - e. Serve as, or assign another member, to perform role of 'hospitality chairman' in accordance section 2 of Article IV (below)
  - f. Perform all other duties usually associated with the office of President, and as mentioned in these By-Laws.
- 2) The Vice-President shall
  - a. Exercise all powers and duties of the President in the absence of the President.

- b. Coordinate and organize the Nominating Committee in Article III below
- c. Audit completions of the required Federal and State filings prior to May 15th

3) The Treasurer shall

- a. Be responsible for collection, distribution, safekeeping and accounting for all monies of SPDJ;
- b. Sign and issue membership cards. The President or Vice-President may also sign membership cards as needed;
- c. Co-sign all checks with the President or Vice-President,
- d. Present the Monthly Financial Statement at each Board Meeting;
- e. Prepare an Annual Financial Statement, including a breakdown of the year's income and expenditures, to be presented at the January Board Meeting. A copy of the Annual Financial Statement shall be given or delivered electronically to each Board Member.
- f. Prepare and submit annual corporate filings
  - i. CT-TR-1 treasurer's report to California State Attorney General by May 15 each year
  - ii. RRF-1 Form - Annual Registration Renewal Fee Report to California State Attorney General by May 15 each year
  - iii. FTB Form 199 (or 199N as applicable), to State of California FTB, by May 15 each year
  - iv. Form 990, Form 990N or Form 990EZ, as applicable, to IRS due May 15
  - v. Shall prepare & file Form SI-100 to California Secretary of State, due Jun 30 during odd years
- g. Lead team in creating annual budget
- h. In conjunction with Secretary, ensure Thank You letters and Receipt of Charitable Donation for all donations in the previous year are mailed by January 31<sup>st</sup> of the new year.

4) The Secretary shall

- a. Prepare and distribute agenda to officers prior to monthly board meetings
- b. Prepare and distribute the official signed minutes of the meeting to officers
  - i. records motions, discussions, votes, and decisions
- c. Schedules and notifies officers of upcoming board meetings
- d. Track open actions items resulting from board meetings to closure
- e. Maintain corporate calendar to include
  - i. General meeting dates
  - ii. Board meeting dates
  - iii. Filing deadlines
  - iv. Other dates as needed
- f. Custodian of corporate records
- g. Prepare and distribute correspondence as requested

### ARTICLE III- Appointed Officers and their duties

The Board may, at its discretion appoint additional officers, including, but not limited to the following. The appointed officers shall possess the same full voting rights, privileges, and responsibilities as the elected officers:

- 1) Audio Engineers
  - a. Shall store and maintain audio equipment
  - b. Shall set up such equipment at each meeting of the club
  - c. At least 2 audio engineers shall be trained in storage and set-up of such equipment,
  
- 2) The Directors of Music, shall
  - a. Plan, coordinate and conduct the musical portion of each General Meeting, designating members of the various groups that are to perform;
  - b. Provide the Webmaster with a list of the musicians of each General Meeting
  - c. The Board at its discretion may appoint two co-directors or associate directors.
  
- 3) The Raffle chairperson shall organize and facilitate:
  - a. Door Prizes
    - i. Obtain door prizes,
    - ii. Facilitate the door prize drawings,
  - b. Raffles
    - i. Shall complete and submit the raffle annual registration form (CT-NRP-1) to the California Attorney General prior to July 31<sup>st</sup> of each year.
    - ii. Upon receiving confirmation letter from the California Attorney General, the Raffle chairperson shall then be permitted to obtain prizes, sell tickets, and facilitate raffles, ensuring that no more than ten percent (10%) of gross receipts from ticket sales is used to conduct the raffles.
    - iii. Shall complete and submit the Nonprofit Raffle Report (CT-NRP-2), to the California Attorney General for all raffles held during the reporting year (Sep 1-Aug 31), by August 31<sup>st</sup> of each year.
  - c. Other fundraising events, as needed
    - i. Obtain sellers permit, as required
    - ii. Prepare and submit required filings as required for sellers permit
  
- 4) The Webmaster shall
  - a. Update the www.SPDJ.org website, on a monthly basis, to include events, photographs, videos, articles, links, historical artifacts, and other items of interest to the membership.
  - b. Monitor the SPDJ aggregator email address for material to post on the website, and material/information to share at the next board meeting

- c. Test all links to other websites on an annual basis
  - d. Upload materials to the website as requested (i.e., disclosures, etc)
- 5) The Publicity Director shall
- a. Manage publicity of General Meetings and Special Events;
  - b. Help arrange Special Events as requested by other officers;
  - c. Provide news items and/or press releases to the news media, arrange for interviews with newspapers, magazines, and/or radio stations.
  - d. Work with Social Media Director, Photographer and Youth Coordinator to utilize all reasonable methods of social media, at a frequency to be determined by those four officers.
- 6) The Editor shall be responsible for organizing, editing, printing, publishing and mailing the Dixie Flyer or monthly event flyer as requested by the Board.
- 7) The Photographer shall
- a. Take photos and/or videos of general meetings
  - b. Post photos and/or videos to social media, and/or forward photos and videos to social media director
  - c. Provide videos and photographs to the Webmaster.
- 8) The Youth Coordinator shall
- a. Arrange to have lead sheets for tunes played at the meeting.
  - b. Try to seat youth players next to experienced players.
  - c. Make sure every youth player gets to play in the band.
  - d. Keep in touch with youth players by email
- 9) The Youth Representative shall
- a. Provide the board with perspectives of members and musicians under the age of 30.
  - b. Assist with social media and/or other methods of communicating and/or interesting younger members and/or musicians in Dixieland Jazz.
- 10) Social Media Director shall ensure that SPDJ maintains a presence on major popular social media platforms, by posting regularly on each platform available to SPDJ.
- 11) If a person holds more than one office on the Board, he or she will be allowed to cast just one vote on each action of the Board.

#### Article IV - Quorums

- 1) A Quorum of at least five (5) officers, including the President or Vice-President must be present at any regular or called Board Meeting in order to conduct

business. If the President or Vice-President are not present, the Board may select a member to preside over the meeting.

- 2) A Quorum for any regular or duly called General Meeting shall consist of those present. At a General Meeting where neither President nor Vice-President is present, the presiding Officer shall be the attending officer next in order as listed in Article II. The Presiding Officer will serve as "host" (hospitality chairman) or will appoint another member to do so, so that guests and new members may be treated hospitably.

#### ARTICLE V - Election of Board of Directors

- 1) The Vice-President shall annually appoint a Nominating Committee consisting of two (2) Board Members including the Vice-President and two (2) members of SPDJ that are not Board Members. The committee shall meet in the Fall to select a Chairman and consider nominations for the Board.
- 2) The nominating Committee shall present at least one candidate for each officer at a scheduled Fall meeting, at which time nominations may be made from the floor. Nomination by the committee or from the Floor must have the previous consent of the nominee.
- 3) The election shall be conducted by secret ballot at a Fall General Meeting. The nominating Committee chairman shall provide ballots containing the name of all nominees and space for "write-ins".
- 4) One member, not a nominee, shall be appointed by the Vice-President to be "Clerk of the Election", as needed in accordance with size of membership. First consideration should be given the Chairman of the Nominating Committee, other members of the Nominating Committee, and the Secretary. The Clerk shall oversee the distribution and collection of ballots. The clerk shall see that only members receive ballots and that no member receives more than one ballot. At least two (2) members, not nominees, shall be appointed by the Presiding office to act as tellers and assist the Clerk. For each office, the candidate receiving the largest number of votes shall be declared elected. In case of tie, a run-off election between those tied will be held immediately.
- 5) Those elected will be formally installed in their respective offices at the last General Meeting of SPDJ held each year, and will assume their duties at that Board Meeting occurring after the last December meeting.
- 6) Inactive, non-participating and/or uncooperative officers may be removed from office by a two-thirds (2/3) vote of the Board of Directors. If the President is removed, the Vice-President shall become President. All other situations are covered in item seven (7) below.

- 7) Should the office of President be vacant for any reason, the office of President shall be filled by the Vice-President for the duration of the unexpired term,
- 8) Should the office of Vice-President be vacant for any reason, the office shall be filled by action of the Board from among the existing officers.
- 9) Should any office other than the President or Vice-President become vacant for any reason, the office shall be filled by Board action by a qualified member of SPDJ.

#### ARTICLE VI - Membership

- 1) A member shall be any person who holds a valid Membership Card, paid for or Honorary
- 2) Any person may be designated an Honorary Member for one year by majority vote of the Board. Any person may be designated Honorary Life Member by a two-thirds (2/3) vote of the Board.
- 3) Members shall be entitled to all voting rights and Privileges of the Society and shall receive club mailings.

#### ARTICLE VII - Fees

- 1) Annual dues shall be specified by the Board of Directors. Honorary Members shall pay no annual dues.
- 2) A donation of an amount specified by the Board, for the purpose of defraying the expenses of the Society, may be made to the Treasurer or Associate Treasurer at each General Meeting by each member, paid or Honorary. Invited guests of the Society shall not make such a donation.
- 3) Membership cards for each calendar year will be placed on sale during the previous month of September and will be honored from time of purchase until December 31st of the nominal year.

#### ARTICLE VIII - Use of the Society Mailing list Membership List, or Name

No one may use the Society mailing list, membership list, or name for other than purposes authorized by the Board.

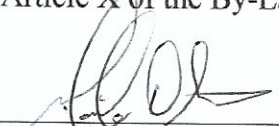
#### ARTICLE IX


Should the occasion arise for SPDJ to negotiate, cooperate, or deal in any way not mentioned in these By-Laws, with a similar society (or societies), or another group, the Board shall appoint for this purpose an appropriate number of representatives of SPDJ.

ARTICLE X - Amendments of these By-Laws

- 1) Any proposed Amendment of these By-laws may be presented by any member, in writing, to any member of the Board. The Board member receiving such, shall present said amendment for consideration at the next Board Meeting. Upon approval by the Board, the proposed amendment shall then be read by an officer and published at the next General Meeting and/or shall be published in The Dixie Flyer, on the website and/or in the monthly mailers as designated by the Board. Either such announcement of the amendment shall be considered as due notice to the Society membership.
- 2) A petition to amend the By-Laws may be submitted to the Board. If it is signed by ten percent (10%) of the SPDJ members, the proposed amendment shall then be read by an officer and published at the next General Meeting and/or shall be published in The Dixie Flyer and/or in the monthly mailers as designated by the Board. Either such announcement of the amendment shall be considered as due notice to the Society membership.
- 3) The proposed amendment may be approved by a favorable vote of the majority of, members present at the immediately following General Meeting. If so approved, it shall become part of these By-Laws.

IN WITNESS WHEREOF, we the undersigned officers hereby certify that these By-Laws were adopted by a vote of the membership on 25 January 2022, in accordance with Article X of the By-Laws.

  
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MIKE OLSON, President

  
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DON HAGGERT, Vice-President