

BY-LAWS OF ARKANSAS JAZZ HERITAGE FOUNDATION

I.

NAME AND LOCATION

Section 1. The name of this corporation shall be ARKANSAS JAZZ HERITAGE FOUNDATION , doing business as ARKANSAS JAZZ HALL OF FAME , and its principal place of business shall be at 7700 Apache Road, Little Rock, Arkansas 72205. The mailing address shall be c/o Arkansas Jazz Heritage Foundation, P.O. Box 251187, Little Rock, AR 72225-1187. Other offices for the transaction of business may be located at such places as the Board of Directors may from time to time determine.

II.

MEETINGS

Section 1. The membership of this Corporation shall consist of individuals interested in actively pursuing and accomplishing the goals of this corporation as stated in its Articles of Incorporation, the foundation purposes ("The Mission"), and By-Laws of this Corporation. Special meetings of the membership may be called by the President, or a majority vote of the members of the Board of Directors present at any regular or special meeting of said Board.

Section 2. Notice of any special meeting of the membership shall be mailed by the Secretary of the Corporation to each member of the Corporation, at the address shown by the Corporation's records, at least fifteen days prior to said meeting.

Section 3. Robert's Rules of Order shall be used as procedure at all future meetings of the Arkansas Jazz Heritage Foundation, its Board of Directors, and Committees.

III.

BOARD OF DIRECTORS

Section 1. The Board of Directors (the "Board") shall consist of not fewer than three nor more than twelve (holding positions numbered 1-12, inclusive) to be elected at the annual meeting for a term of one or two years, to be determined by the nominating committee. Candidates for the board are to be chosen from the Arkansas Jazz Heritage Foundation membership, nominated by the nominating committee, approved by the sitting Board of Directors, and confirmed by a majority vote of the membership.

Section 2. The Board of Directors shall meet no less than quarterly, the date and time of each such meeting to be set by the President with written notice thereof given each member of the Board not less than ten days prior to such meeting. Special meetings of the Board may be called by the President, or a majority of the Board, upon notice in writing by the Secretary to each member not less than five days prior to the meeting.

Section 3. The Advisory Board shall be established to assist the Arkansas Jazz Heritage Foundation Board of Directors with all matters concerning the Foundation's well being, legislation, and to supervise the selection of the Foundation's Jazz Hall of Fame. It shall be chaired by the immediate Past-president or in the absence of, a member of the Board of Directors. It shall consist of not fewer than three nor more than fifteen (holding positions 1-15 inclusive) to be elected at the annual meeting for a term of one year. It shall meet no less than two times annually with at least one combined meeting with the Board of Directors. The procedure for selection of candidates and announcement of meetings shall be the same as the Board's.

IV.

DUTIES OF DIRECTORS

Section 1. The business and property of the Corporation shall be managed by the Board of Directors elected or appointed as prescribed in these By-Laws or the Articles of Incorporation of this Corporation.

Section 2. Vacancies on the Board of Directors may be filled for the unexpired term thereof by a majority of the remaining Directors at any regular or special meeting of said Board.

V.

OFFICERS

Section 1. The officers of this Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected from and by the members of the Board for a term of one year and shall hold office until their successors are duly elected and qualified.

Section 2. The President shall preside at all members and directors meetings. He / She shall preside over the Board and Membership meetings, chair the nominating committee, and have general supervision over the other officers and shall perform all such other duties as are incidental to the office, or as may be authorized by the Board.

Section 3. The Vice-President shall perform all duties incidental of the office or which may be delegated to the Vice-President by the President or the Board of Directors, and in the absence or disability of the President, shall preside as President.

Section 4. The Secretary shall issue notices of all meetings and shall attend and keep minutes of same. The Secretary shall have charge of all corporate books, records and papers, and shall attest with signature all official documents of the corporation.

Section 5. The Treasurer shall be the custodian of all funds of the Corporation and shall keep regular books of account and shall submit them, together with all vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as may be required. The Treasurer shall act as dispensing officer and perform all other duties as are incidental to the office of Treasurer, or as may be directed by the Board of Directors.

VI.

COMMITTEES

Section 1. There shall be established the following standing Committees:

- Public Education and Promotion
- Budget and Finance
- Projects
- Publications
- Annual Meeting
- Nominating Committee
- Auditing Committee
- Hall of Fame Committee - To be supervised by Advisory Board.
- Grant Writing Committee
- Monday Jazz Committee
- Membership Committee

All of said committees shall have at least three members thereon appointed by the President and/or the Board of Directors and shall have such duties as may be prescribed by the Board. The Board may also, from time to time, create additional committees as it in its discretion may deem necessary or advisable and have such duties as may be prescribed by the Board.

VII.

FISCAL

Section 1. The fiscal year of the Corporation shall commence on the first day of July in each year.

Section 2. Funds of the corporation shall be deposited in such banks or trust companies as the directors shall designate and shall be withdrawn only upon the check or order of such officer, officers or person as may be authorized by the Board of Directors and all such persons shall give bond in such sum and with such sureties as may be required by said Board. The Treasurer shall act as the foundation dispersing officer.

Section 3. If it shall become necessary to issue notes, bonds, or debentures, or such other obligations of the Corporation, the same shall be authorized by the Board of Directors and all such obligations shall be executed only by such officers as the Board of Directors may authorize.

Section 4. All books and accounts of the Corporation shall be audited by the auditing committee within sixty days following the close of each fiscal year and at such other times as may be directed by the Board.

VIII.

AMENDMENTS

Section 1. Amendments to these By-Laws and the Articles of Incorporation shall be made by a majority vote at any regular or special meeting of the Board of Directors, provided that at least ten days notice in writing shall have been given each member of the Board of the date of the meeting and the nature of the proposed amendment. Any major changes shall require a By-Laws Committee review and a majority vote of the membership present at the annual meeting.

2022 SEP 01, DBA ARKANSAS JAZZ HALL OF FAME, JT
2026 MAY 10, FORMATTING, AE