

**FIFTH AMENDED AND RESTATED  
BYLAWS  
OF  
NEW MEXICO JAZZ WORKSHOP, INC**

**ARTICLE I  
OFFICES AND BOOKS**

The principal office of the New Mexico Jazz Workshop, Inc., a New Mexico non-profit corporation (hereinafter the "Workshop") shall be in the City of Albuquerque, State of New Mexico. The Workshop may also have an office or offices at such other places within or outside the State of New Mexico as the board of directors may from time to time determine. There shall be kept at the principal office of the Workshop account books listing the activities and transactions of the Workshop, including a minutes book.

**ARTICLE II  
PURPOSES**

The Workshop was founded to promote public interest and education in jazz music in New Mexico by:

2.1 Organizing and presenting educational programs, artistic concerts, and workshops in New Mexico communities, schools, and other venues including radio and public access cable television and educational television.

2.2 Consulting with music educators in the State of New Mexico and thus encouraging incorporation of jazz traditions into the school music curriculum.

2.3 Sponsoring and coordinating visits by jazz artists for either short-term concert-lecture appearances or longer artist-in-residence periods.

2.4 Promoting an atmosphere in the State of New Mexico that will allow local musicians to benefit directly and/or indirectly from the programs and activities of the Workshop.

2.5 Supporting all other purposes not inconsistent with the New Mexico Non-Profit Corporation Act.

**ARTICLE III  
RESTRICTIONS**

3.1 The Workshop was not formed for pecuniary or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of its Directors or officers except to the extent permitted by the laws of the State of New Mexico.

3.2 No substantial part of the activities of the Workshop shall be designated for or otherwise attempt to influence legislation, and the Workshop shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

3.3 The Workshop shall conduct its affairs such that it will retain its exemption from federal and state income taxation. It is, and shall be, the policy of the Workshop that none of its facilities, activities or programs shall exclude from participation any person based on race, religion, sexual orientation, or national origin.

3.4 The Workshop shall as a matter of policy interpret the word "Jazz" in the broadest generally accepted sense, and shall not adopt any policy whose effect is to promote one type of jazz music at the expense of any other.

#### **ARTICLE IV MEMBERS**

4.1 The Workshop shall have no members, as that term is defined in Section 53-8-2.F NMSA 1978.

#### **ARTICLE V DIRECTORS**

5.1 Number, Authority and Qualifications. Subject to the authority of the Board of directors to designate and appoint one or more committees as provided in these by-laws, all corporate powers shall be exercised by or under authority of, and the affairs and property of the Workshop shall be controlled by, its Board, which shall consist of not less than five (5) and not more than nineteen (19) Directors (not including any ex-officio Directors). The number of Directors may be increased or decreased from time to time by a majority vote the Board; but in no event, shall the Board consist of less than five (5) Directors. In the event the number of Directors is increased, the vacancies so created shall be filled in the manner specified in Section 5.2. There shall be no special qualifications for eligibility for membership on the Board of Directors; and a person need not be a resident of the State of New Mexico to be eligible for election or appointment as a Director. Ex-officio Directors shall be those who are designated and appointed from time to time to serve, by virtue of their office or position, in another organization or for other reasons. Ex-officio Directors shall be non-voting members of the Board, and shall not be counted in the determination of a quorum.

5.2 Term and Election of Directors. New Directors, except for ex-officio Board members as provided in these bylaws, shall be elected by the Board of Directors then in office at the annual meeting or by majority vote at a monthly meeting (provided that a quorum is present). New Directors voted in by majority vote at a monthly meeting serve until the next annual meeting, at which time their names will be added to the annual meeting ballot for a re-approval



vote to start their official term of office. An exception may be granted for a Board member who becomes an Officer in his/her sixth (6<sup>th</sup>) year

Except as provided in Section 5.4, each person elected as a Director at an annual meeting of the Board of Directors shall continue in office for an approximate three-year term. This provision shall not, however, shorten the terms of directors in office on the date these bylaws are adopted. The Board member may succeed himself or herself for another three-year term per the recommendation of the Nominating Committee and Board approval. After two three-year terms and a one-year hiatus a past Board member may apply to rejoin the Board for another three-year term. A Board member serves his/her full term or until his/her earlier death, resignation or removal in accordance with the by-laws. A Board member may, however, request in writing a leave of absence of up to one year, subject to the approval of the Board.

5.3 Method of Election. Candidates for the Board shall be chosen by the Nominating Committee and approved by the incumbent Board members. The consent of candidates to serve must be assured in advance by those nominating each candidate. Except for reelection of Board members, the Nominating Committee shall require that each potential Board member complete an application form and submit a resume. The form and resume shall be sent to all members of the Board before the date of the meeting at which a candidate is to be considered for election to the Board. Each board member present, at a meeting may cast the same number of votes as the number of Directorships to be filled at the meeting. The persons(s) receiving the most votes shall be deemed elected. In the event of a tie vote for the final vacancy there shall be a runoff election between the tied candidates.

5.4 Vacancies. Vacancies in the Board of Directors are referred to the Nominating Committee who will initiate the nominating process and present potential board members to the remaining Board for approval following the voting process indicated in 5.3. Each Director so elected shall hold office for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board for a term of office continuing only until the next annual meeting of Directors where he/she must be re-affirmed.

Vacancies created by removal or resignation of an ex officio Board member may, in the alternative, be filled by affirmative vote of a majority of the Executive Committee (if such a committee is created) who are present at a meeting of the Executive Committee; except that the person so appointed shall be deemed removed from office if a vacancy filled in this manner is not ratified at the next regular meeting of the Board of Directors or at a special meeting of the Board of Directors.

5.5 Annual Meetings. The Board of Directors shall hold its annual meeting during the month of September. At each annual meeting of the Board, all Directors approved since the last annual meeting shall require re-approval and shall be elected for a term of office to expire at the third annual Board meeting after election (except for Board members elected to fill the unexpired term of their predecessor). At each annual meeting, the Board shall also elect the officers of the Workshop, and may transact any other business that may properly be brought before a meeting of the Board of Directors.



5.6 Regular Meetings. The Board of Directors in its discretion may from time to time fix a time and place for regular meetings of the Board to take place at regular intervals. Notice of regular meetings is not required but is permitted, provided notice of any change in the regular time or place of any such meeting shall be given in the manner required for notice of annual or special meetings

5.7 Special Meetings. Special meetings of the Board may be called at any time by the Secretary upon the request of the President or no less than one-quarter of the Directors or upon resolution of the Board of Directors. The business conducted at a special meeting shall be limited to that which is described in the notice of the special meeting.

5.8 Place of Meetings. The Board of Directors may hold its meetings at any place within or outside the State of New Mexico as may be specified in the respective notices of such meetings or waivers thereof. In the absence of such specification, meetings shall be held at the principal office of the Workshop. Members of the Board may participate in any meeting of the Board by telephone conference or similar communications equipment by means of which all persons taking part in the meeting can hear each other at the same time, and such participation ~~by~~ shall verify one's presence in person at a meeting.

5.9 Notice of Meetings. Notice of every annual meeting of the Board and of every special meeting shall be sent by mail or email to each director not less than five (5) days before the meeting. Except for special meetings, which shall specify the purpose of the meeting, such notice need not state the purpose or purposes for which the meeting is called but shall state the time and place it is to be held. If mailed, such notice shall be sent to each director entitled to notice at his/her address as it appears on the books or records of the Workshop.

5.10 Quorum and Voting. At all meetings of the Board, the presence of one-third of the number of Directors then in office shall be sufficient to constitute a quorum; and except as otherwise provided by law or by these by-laws, the vote of a majority of the Directors present shall be considered an act of the Board. A quorum, once attained at a meeting, shall be deemed to continue until adjournment, notwithstanding the withdrawal of so many Directors from the meeting as to leave less the number required to initially constitute a quorum. Each Director shall have one vote, and voting may not be done by proxy. One or more Directors may attend a meeting by telephone, and Directors participating by telephone shall be counted towards a quorum.

5.11 Dissents. Except with respect to the election of Directors, a Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) his or her dissent is entered in the minutes of the meeting, (b) he or she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or (c) he or she forwards such dissent by registered mail to the Secretary of the workshop after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.



5.12 Procedure. All questions of parliamentary procedure shall be settled by *Robert's Rules of Order Revised*, when they are not inconsistent with these By-laws.

5.13 Deleted

5.14 Executive Committee and Other Committees. The standing committees of the Workshop appointed by the Board of Directors shall be the (a) Executive Committee, (b) Finance Committee, (c) Education Committee, (d) Fundraising Committee, (e) Marketing Committee, and (f) Nominating and Governance Committee. With the exception of the Executive Committee, individuals need not be Directors to be appointed to and serve on a standing committee. The Executive Committee shall be composed of the officers of the Workshop and up to two (2) Board members at large. The Executive Committee shall meet monthly or at such other intervals as the Board may require and shall have the full authority and power of the Board of Directors, except it shall not have the authority of the Board of Directors in reference to: (a) amending, altering or repealing the bylaws (b) electing, appointing or removing any member of any committee which has any of the power or authority of the Board or any Director or officer of the Corporation; (c) amending the Articles of Incorporation; (d) restating the Articles of Incorporation; (e) adopting a plan of merger or adopting a plan of consolidation with another corporation; (f) authorizing the sale, lease, exchange or mortgage of any assets of the Workshop; (g) authorizing the voluntary dissolution of the Workshop or revoking proceedings therefor; (h) adopting a plan for the distribution of the assets of the Workshop; (i) amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the committee; or (j) any other powers which are required by law to be exercised directly by the Board. The designation and appointment of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him or her by law.

The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors as it may require from time to time. References to the Board in Sections 5.7, 5.8, 5.9, 5.10, 5.11, 5.12, 5.15 and 5.16 of these bylaws shall also be deemed to refer to the Executive Committee, as applicable; except that any member of the Executive Committee may be appointed or removed at any time by the Board of Directors.

The Board of Directors and/or the Executive Committee may also create other committees, which are not committees of the Board or Executive Committee, and which shall have none of the power and authority of the Board and which may or may not be comprised of members of the Board.

5.15 Compensation. The Directors shall not receive any compensation for their services but the Board may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties.

5.16 Removal and Resignation. A Director may be removed from office, with or without cause or advanced notice, by a vote of a majority of the Directors on the Board, provided that a quorum has been attained at such meeting in accordance with Section 5.10. In case one or

more Directors are so removed, new Directors may be elected at the same meeting. Any Director may resign at any time in the manner provided in paragraph 6.7.

5.17 Non-liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Workshop.

**ARTICLE VI  
OFFICERS**

6.1 Officers and Qualifications. The officers of the workshop shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be chosen by the Board with the exception of the Past President and ex-officio(s). The Board may also choose a President Elect, and one or more Assistant Secretaries and Assistant Treasurers, which may include appointment by the Board for limited terms in connection with specific projects. Any two or more offices, except those of President and Secretary or Assistant Secretary, may be held by the same person.

6.2 Election. The Board of Directors, at its annual meeting, shall elect by majority vote, a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom must be members of the Board.

The Board of Directors may appoint at that meeting or at other times as the affairs of the Workshop may require, such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

If the position of any officer becomes vacant for any reason, the vacancy shall be filled by a vote taken by the Board of Directors.

6.3 Compensation. The officers, as such, shall not receive compensation for their services, but the Board may authorize reimbursement for expenses incurred by officers in connection with the performance of their duties; PROVIDED, however, that nothing herein contained shall be construed to preclude any officer from serving the Workshop in any other capacity and receiving compensation therefor.

6.4 Term. The officers of the Workshop shall hold office until their Board term expires and/or successors are duly elected and qualified or until their death, resignation or removal in accordance with these by-laws.

6.5 Duties of Officers. The duties and powers of the officers of the Workshop shall be as follows, and as shall hereinafter be set by resolution of the Board of Directors.

- (a) President. The President shall be the chief executive officer of the Workshop, shall be ex officio, a member of the Executive Committee and other committees, shall assume in the absence of an Executive Director, the day to day supervision and management of the affairs and property of the Workshop, shall see that all orders and resolutions of the Board of Directors are carried out and shall exercise such other powers and perform such other duties as shall be determined from time to time by the Board. The President must sign all



agreements involving the Workshop's real or personal property, with the exception of ordinary daily business items and checks.

b) Vice Presidents. The Vice Presidents, in the order of their seniority, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

c) Secretary and Assistant Secretaries. The Secretary shall attend all sessions of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose at the principal office of the Workshop. The Secretary shall keep at the principle office of the Workshop a record of all members and the original or a copy of the by-laws, amended or otherwise altered to date signed by the Board President and Secretary. In addition, he or she shall exercise other duties as shall be determined by the Board of Directors.

The Assistant Secretaries, in the order of their seniority, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors shall prescribe. The Board may delegate to one or more assistant secretaries any part of the duties and powers of the Secretary.

(d) Treasurer and Assistant Treasurer(s). The Treasurer and/or Assistant Treasurer(s) shall cause to be kept full and accurate accounts of receipts and disbursements of the Corporation; and shall assure that all funds due the Corporation are collected, kept and disbursed as required to meet the obligations and purposes of the Corporation. The Treasurer shall keep such records and make such reports as may be required by the Board of Directors, shall cause the annual statement to be furnished to each Director, and shall perform such duties and exercise such other powers as shall be determined from time to time by the Board of Directors.

(e) President Elect. In the event the Board elects a President-Elect, the duties and responsibilities of the President-Elect shall be as determined by resolution of the Board.

6.6 Removal or Replacement. Any officer may be removed or replaced, either with or without cause or advanced notice, by vote of a majority of the Directors on the Board; but such removal shall be without prejudice. Removal as an officer shall also constitute removal from the Executive Committee, if such a committee is created.

6.7 Resignation. Any Director or officer may resign his or her office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Workshop, unless some other time be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.



**ARTICLE VII  
STAFF**

7.1 Workshop Staff and Duties. The staff shall consist of an Executive Director and such other positions as the Board of Directors shall deem necessary. The Executive Director may serve as the Secretary of the Workshop if so designated by the Board. The Executive Director shall not have a vote on the Board. Additional responsibilities of the Executive Director are as follows:

- a. to see that all books, records, reports, and certificates, as required by law, are properly kept and maintained;
- b. to coordinate and supervise all projects undertaken by the Workshop;
- c. to provide the Directors with a monthly report of projects and activities of the Workshop.

**ARTICLE VII  
FISCAL YEAR**

The Fiscal Year of the New Mexico Jazz Workshop shall begin on October 1 and end on September 30.

**ARTICLE VIII  
DISSOLUTION**

8.1 Method of Dissolution. The New Mexico Jazz Workshop may be dissolved at a meeting of the Board of Directors upon adoption of a resolution to dissolve by vote of the majority of the Directors in office.

8.2 Distribution of Assets. In the event of dissolution, the assets of the corporation shall be applied and distributed as provided in the New Mexico No-Profit Corporation Act.

**ARTICLE IX  
CONTRACTS, CHECKS, BANK ACCOUNTS**

9.1 Contracts. All contracts executed will be in the name of the Workshop, and not in the name of any individual director or officer.

9.2 Checks and Bank Accounts. The Board of Directors is authorized to choose such banks and depositories as it shall deem proper for the funds of the Workshop. The Board of Directors shall determine who, if anyone, in addition to the President and the Secretary, shall be authorized from time to time on the Workshop's behalf to sign checks, drafts or other orders for

the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

**ARTICLE X  
AMENDMENTS**

The power to adopt, amend or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors. Such adoption, amendment or repeal requires a vote of at least two-thirds (2/3) of those Directors present at a meeting in which such a vote is taken, provided that a quorum has been attained at such meeting in accordance with Section 5.10.

**ARTICLE XI  
INDEMNIFICATION**

The Workshop shall indemnify and may purchase insurance to indemnify any Director or officer or former Director or officer of the Workshop against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Director or officer. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or officer shall not be indemnified if he/she shall be adjudged to be liable on the basis that he has breached or failed to perform the duties of his office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a Director or officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding provided that the Director or officer must reimburse the Workshop if it is subsequently determined that the Director or officer was not entitled to indemnification. The Workshop may make any other indemnification as authorized by the Articles of Incorporation or By-laws.

**CERTIFICATION OF BYLAWS**

It is hereby certified that these Second Amended and Restated Bylaws were duly adopted by the Board of Directors of the Workshop at a meeting of the Board of Directors on Aug 11, 2017.

  
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Judy Labovitz, Secretary

  
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Sandy Liakus Pilcher