

BYLAWS OF TEXAS JAZZ EDUCATORS ASSOCIATION

These initial Bylaws of the Texas Jazz Educators Association (the “Association”) have been duly adopted by the initial directors on the ___ day of February, 2009.

ARTICLE ONE

MEMBERSHIP

1.01 Classes of Membership. There shall be three classes of membership: Regular, Student, and Industry.

1.02 Voting Rights. Only Regular Members shall have voting rights.

1.03 Non-Voting Members. Non-voting members shall have all rights of Regular Members other than the right to vote.

1.04 Dues and Qualifications for Membership. The Executive Board shall establish the dues structure of the Association and other qualifications for membership.

ARTICLE TWO

MEETINGS OF MEMBERS

2.01 Place of Meetings. Unless otherwise determined by the Executive Board, regular semi-annual meetings of the Members shall be held at near the location of the annual convention of the Texas Music Educators Association and the annual convention of the Texas Bandmasters Association.

2.02 Time and Location of Semi-Annual Meeting. The annual meetings of the Members shall be held twice each year on dates set therefor by the Executive Board

2.03 Notice of Meeting. Notice of the meeting, stating the place, day, and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in writing to each member entitled to vote at the meeting at least ten (10) but not more than sixty (60) days before the date of the meeting either by personal delivery, mail, electronic mail, or any other means permitted by Tex. Bus. Org. Code § 6.051. Notice of adjourned meetings is not necessary unless the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of any special meeting.

2.04 Special Meetings. Special meetings of the Members for any purpose or purposes whatsoever may be called at any time by the President, or by any two (2) or more members of the Executive Board, or by at least one-tenth of the Regular Members.

2.05 Quorum. Five percent of the Regular Members present in person or by proxy shall constitute a quorum for the transaction of business by the membership. The vote of a majority of the Regular Members represented at a meeting at which a quorum is present shall be the act of the membership meeting, unless a greater number is required by law, by the Certificate of Formation or these Bylaws.

Business may be continued after withdrawal of enough Members to leave less than a quorum.

2.06 Voting. Only Regular Members who are in good standing shall be entitled to vote. Voting for the election of Directors and Officers shall be by voice vote unless any Regular Member present at the meeting demands a ballot vote before the voting begins.

2.07 Proxies. Every person entitled to vote or execute consents may do so either in person or by written proxy executed in writing.

2.10 Action by Mail or Electronic Vote. Any matter requiring a vote by the members may be conducted by mail, facsimile, electronic message, or any combination thereof.

ARTICLE THREE

EXECUTIVE BOARD

3.01 Governing Body. The Executive Board shall be the governing body of the TJEA, subject to the rights of members set out herein.

3.02 Members of the Executive Board. The TJEA Executive Board shall consist of a minimum of three directors and the President, President-Elect, Secretary, and Treasurer of the Association. Only Regular Members in good standing of the TJEA may hold office or act as directors of the Association. The number of Directors (in excess of three) may be increased or decreased from time to time by amendment to these Bylaws but no decrease shall have the effect of shortening the term of any incumbent Director. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at a semi-annual meeting or by mail ballot in accordance with these Bylaws.

3.03 Powers. All corporate powers of the Association shall be exercised by, or under the authority of, and the business and affairs of the Association shall be controlled by the Executive Board, subject, however, to such limitations as are imposed by law, the Certificate of Formation, or these Bylaws, as to actions to be authorized or approved by the Members. The Executive Board may, by contract or otherwise, give general or limited or special power and authority to the officers and employees of the Association to transact the general business, or any special business, of the Association, and may give powers of attorney to agents of the Association to transact any special business requiring such authorization.

3.04 Election and Term of Office. The three directors shall be elected by the Members entitled to vote for a staggered term of three years, and shall hold office until their respective successors are elected, or until their death, resignation, or removal. The initial directors shall be elected for one, two, and three year terms respectively. Terms of office shall begin on July 1 and end on June 30.

3.05 Vacancies. Vacancies in the position of director may be filled by a majority of the remaining members of the Executive Board, though less than a quorum, or by a sole remaining member of the Executive Board. The Regular Members may elect a Director at any time to fill any vacancy not filled by the Directors.

3.06 Removal of Directors. Any individual director may be removed from office with or without cause by vote of the majority of a quorum of Regular Members any regular semi-annual or special meeting of the Members.

3.07 Place of Meetings. Meetings of the Executive Board shall be held at a place designated by the President and within the State of Texas.

3.08 Special Meetings. Unless established by policy of the Executive Board, there shall be no regularly scheduled meetings of the Executive Board. Special meetings of the Executive Board shall be held at such times as the President and/or the Executive Board may determine. There shall be at least one meeting of the Executive Board at least every calendar quarter.

3.09 Special Meetings Call and Notice. Special meetings of the Executive Board for any purpose shall be called at any time by the President, or, if he is absent or unable or refuses to act, by the President-Elect or any two members of the Executive Board.. Written notices of the special meetings, stating the time, and in general terms the purpose or purposes thereof, shall be mailed or personally delivered to each member of the Executive Board not later than seven days before the day appointed for the meeting.

3.10 Quorum. A majority of the members of the Executive Board shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the members of the Executive Board present at a meeting at which a quorum is present, shall be regarded as the act of the Executive Board, unless a greater number be required by law or by the Certificate of Formation.

3.11 Executive Board Action Without Meeting. Any action required or permitted to be taken by the Executive Board, may be taken without a meeting, and with the same force and effect as a unanimous vote of the members of the Executive Board, if all members of the Executive Board shall individually or collectively consent in writing to such action.

3.12 Adjournment Notice. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned. In the absence of a quorum, a majority of the Directors present at any

Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

3.13 Conduct of Meetings. The President, or, in his absence, any member of the Executive Board selected by the members present shall preside at meetings of the Executive Board. The Secretary of the Association, or in his absence, any person appointed by the presiding officer, shall act as Secretary of the Executive Board.

3.14 Compensation. Directors and members of committees may receive reimbursement for expenses, as may be fixed or determined by resolution of the Executive Board, but may not be paid for their services as members of the Executive Board or as officers.

3.15 Telephone or Electronic Meetings. The Executive Board may meet by means of conference telephone call or any other method allowed by Tex. Bus. Org. Code § 6.602.

ARTICLE FOUR

OFFICERS

4.01 Title and Appointment. The Officers of the Association shall be a President, the President-Elect, a Secretary, a Treasurer, and such assistants and other officers as the Executive Board shall from time to time determine. Any two offices, except President and Secretary, may be held by one person. In addition, the Executive Board may elect one or more Vice-Presidents (the number thereof to be determined by the Executive Board). Vice-Presidents shall not be members of the Executive Board.

4.02 Election and Term. The initial officers of the Association shall be elected by the initial members of the Executive Board and serve until the persons chosen in the first election of officers by the membership take office. The Officers of the Association shall be elected bi-annually by the Regular membership at a regular semi-annual meeting of the membership or by mail or electronic ballot as provided herein. The terms of the officers shall be staggered as follows:

President-Elect	Elected each year.
Secretary	Elected in even numbered years.
Treasurer	Elected in odd numbered years.

Each Officer, other than the President-Elect and President, shall hold office for two years and until his successor is elected, or until his death, resignation or removal. Terms of office shall begin on July 1 and end on June 30.

The person elected to the office of President-Elect shall serve two years. The first year of such term such person shall serve as President-Elect and the second year of such term, such

person shall serve as President. The Executive Board shall initially elect a President and shall not initially elect a President-Elect. At the first election of officers by the membership, both a President and a President-Elect shall be elected. The initial term of the first President elected by the membership shall be one year.

4.03 Removal. Any officer elected by the membership may be removed from office with or without cause by vote of the majority of a quorum of Regular Members any regular semi-annual or special meeting of the Members.

Any Officer elected or appointed by the Executive Board may be removed by the Executive Board whenever in its judgment the best interests of the Association would be served thereby.

4.04 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term.

4.05 President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the Members and of the Executive Board. He may sign, with the Secretary or any other proper officer of the Association authorized by the Executive Board, any contracts or other instruments which the Executive Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these bylaws or by statute to some other Officer or agent of the Association; and in general he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Executive Board from time to time.

4.06 President-Elect. In the absence of the President or in the event of his inability or refusal to act, the President-Elect 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.

4.07 Vice-President. Vice-Presidents shall perform such duties as from time to time may be assigned to them by the Executive Board.

4.08 Treasurer. If required by the Executive Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Executive Board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Executive Board.

4.09 Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Executive Board in one or more books provided for that purpose; give all notices in

accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association, and affix the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Executive Board.

4.10 Other Duties, Responsibilities, and Limitations. The Executive Board, by proper action, may assign other duties and responsibilities to officers or may restrict the authority of any officer.

ARTICLE FIVE

RECORDS AND REPORTS

5.01 Inspection of Books and Records. All books and records provided by statute shall be open to inspection of the Regular Members from time to time and to the extent expressly provided by statute, and not otherwise. The members of the Executive Board may examine such books and records at all reasonable times.

ARTICLE SIX

AMENDMENT OF BYLAWS

6.01 Amendment of Bylaws. The power to alter, amend, or repeal these Bylaws is vested in the Executive Board, subject to repeal or change by action of the Regular Members.

6.02 Notice of Proposed Amendment. All Regular Members shall be entitled to at least thirty days notice of any vote on any proposed amendment to the bylaws. Such notice shall include the text of the proposed amendment and a fair explanation of the purpose of the proposed amendment.

ARTICLE SEVEN

ADVISORY BOARD

7.01 Appointment of Members. The Advisory Board shall be appointed by the Executive Board for one year terms subject to removal at any time, with or without cause. Members of the Advisory Board may be reappointed indefinitely.

7.02 Qualifications. The members of the Advisory Board must be members in good standing but may be Regular, Student or Industry Members.

7.03 Duties and Responsibilities. The members of the Advisory Board shall provide input and guidance to the Executive Board and shall participate in and advance the activities and purposes of the Association in cooperation with the Executive Board.

ARTICE EIGHT

GENERAL PROVISIONS

8.01 Nomination Procedure. The Executive Board shall establish a procedure for nomination of prospective directors and officers by a committee appointed by the Executive Board. The members of the nominating committee shall be Regular Members of the Association in good standing. The procedure shall provide that nominations for director or officer may be made by any two Regular Members in good standing and provide reasonable notice of such right to the Regular Members so that such right may be exercised.

8.02 Election Procedure. The Executive Board shall establish an election procedure which may be by mail or electronic ballot. Elections shall be determined by a plurality unless the Executive Board establishes a procedure calling for run-off or ranked voting and discloses such procedure an all ballots.

8.03 Notice. Any notice required by these bylaws may be given in any manner provided by Tex. Bus. Org. Code § 6.051 including, without limitation, by electronic mail.

8.04 Certificate of Formation. The Certificate of Formation of the Association shall be considered in all respect as incorporated in these Bylaws.

Adopted by the Executive Board on _____, 2009.

Alex Parker

Cathy Benford

Richard Birk