



Friends of WWOZ Inc. Bylaws

Mission Statement

WWOZ's mission is to be the worldwide voice, archive, and flag-bearer of New Orleans culture and musical heritage.

Vision

We aspire to have the music of New Orleans and Louisiana embraced worldwide as a raw expression of our vibrant, creative people.

Core Values

We deeply value the music and culture of New Orleans and Louisiana and are dedicated to its preservation and promotion. Our programs and services not only benefit our listeners and Internet visitors, but also empower local musicians, tradition bearers, youth, businesses and a broad spectrum of community organizations.

Section One: Offices

- 1.1 The principal office shall be located at 1205 North Rampart Street, New Orleans, Louisiana 70116.
- 1.2 The Corporation may have offices at such other places, either within or without the State of Louisiana, as the Board of Directors may designate or the business of the Corporation may require.

Section Two: Member Meetings

- 2.1 All meetings of the Member (defined in the Articles of Incorporation as the New Orleans Jazz and Heritage Festival & Foundation, Inc.) shall be held at the principal office of the Corporation or at such other place, within or without the State of Louisiana, as may be designated.
- 2.2 An annual meeting of the Member shall be held at such time as may be designated in the notice thereof.

Section Three: Directors

- 3.1 The business and affairs of the Corporation shall be managed by a Board of Directors of not less than three (3) or more than twenty-one (21) natural persons. The Board may exercise all such powers of the Corporation and do all such lawful acts and things which are consistent with the laws of the state of Louisiana, the Articles of Incorporation, and these by-laws.
- 3.2 The initial members of the Board of Directors have been named in Article IX of the Articles of Incorporation. Upon the expiration of the initial term of office shown therein, the term of each successive Director shall be three years, beginning in November.
- 3.3 Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by the New Orleans Jazz and Heritage Festival and Foundation, Inc. (the "Member"). On the agenda for the July WWOZ Board meeting, the Directors shall determine the individuals to fill vacancies and/or expired terms on the WWOZ Board. Those individuals shall be presented to the Member at their September Board meeting for appointment. Newly appointed WWOZ Board members will be installed at the November Board meeting. The directors so chosen shall hold office for

the same term of years of the directorship position being replaced or for the term provided for a newly created directorship.

The Secretary will maintain records of electoral groups and terms.

Positions shall be divided into three (3) electoral groups. The groups and the positions contained therein shall be designated:

Barringer 1

Gourrier 2

Brock 3

Election to Board positions within the so-designated groups shall be staggered on a rotating annual basis according to group with no more than seven (7) such positions potentially eligible for election to terms of service in any one given year.

- 3.4 The Board of Directors shall meet at the call of the President for the transacting of such business as may properly come before the meeting. It shall require the presence of at least 50% of the Board of Directors to constitute a quorum. At any meeting of the Board of Directors, the vote of the majority of the Directors present and voting shall determine any matter submitted to the Board of Directors for consideration. Special meetings of the Board of Directors may be called by the President by giving no less than one day written notice of the date, time, and place of such meeting and the business to be transacted thereat. Upon the written request of not less than three members of the Board of Directors, the President shall call a special meeting of the Board of Directors, giving written notice thereof as set forth herein. Any Director may waive, in writing, the called for notice of any special meeting.
- 3.5 Unless otherwise restricted by the Articles of Incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto, in writing, and the writing or writings are filed in the minutes of the Board or committee.

Section Four: Committees of Directors

- 4.1 The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the Directors of the Corporation. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not (s)he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the Board of Directors, shall have or may exercise all of the powers and authority of the Board of Directors in the management of the business affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority to amend the Articles of Incorporation, lease or exchange all or substantially all of the Corporation's property and assets, or amend the by-laws of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

- 4.2 Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section Five: Officers

- 5.1 The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Secretary, and a Treasurer. The Board of Directors may also choose one or more Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Any two of these offices may be held by the same person. However, any person holding more than one office may not sign, in more than one capacity, any certificate or other instrument required by law to be signed by two officers.
- 5.2 The officers of the Corporation shall hold office for such terms as shall be determined by the Board of Directors.
- 5.3 The Board of Directors may appoint 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 by the Board of Directors.
- 5.4 Four (4) absences at Board of Director meetings where a quorum is present by the members during the twelve month period commencing with the November meeting in any given year without accepted notification by the secretary is grounds for removal as a Board member. For the purpose of this provision, all prior absences of a member shall be absolved at each November meeting.
- 5.5 The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of the majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.
- 5.6 The President shall be the chief executive officer of the Corporation. (S)he shall preside at all meetings of the Board of Directors, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 5.7 In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Directors, or in the absence of any designation then in the order of their election) 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 or Vice Presidents shall perform such other duties and have such other powers as the President or the Board of Directors may prescribe. In the absence of a President, Vice President, or Vice Presidents at a Board meeting, another member of the Executive

Committee, in the order of their election, shall perform such other duties and shall have such other powers of the President.

- 5.8 The Secretary shall attend all meetings of the Member and the Board of Directors and record the proceedings of such meetings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. (S)he shall give, or cause to be given, notice of all meetings of the Member or the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision (s)he shall be. (S)he shall maintain custody of the corporate seal of the Corporation and (s)he, or an Assistant Secretary, shall have the authority to affix the same to any instrument requiring it, and when affixed, it may be attested by her or his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by her or his signature.
- 5.9 The Assistant Secretary, or if there be more than one, the Assistant Secretaries, in the order determined by the Board of Directors (or if there be not such determination, then in the order of their election) shall, in the absence of the Secretary or in the event of her or his inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the President and the Board of Directors may prescribe.
- 5.10 The Treasurer shall have the custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. (S)he shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or wherever they may require, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

If required by the Board of Directors, she or he shall give the Corporation a bond (which shall be renewed every year) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of her or his office and for the restoration to the Corporation, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in her or his possession or under her or his control belonging to the Corporation.

- 5.11 The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers, in the order determined by the Board of Directors (or if there be no such determination then in the order of their election) shall, in the absence of the Treasurer, or in the event of her or his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the President or the Board of Directors may prescribe.

Section Six: Miscellaneous

- 6.1 The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Corporation and such authority may be general or confined to specific instances.
- 6.2 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as the Board of Directors may designate.
- 6.3 All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 6.4 The Board of Directors may accept on behalf of the Corporation any contribution, gift, or donation for the general purposes or for any special purpose of the Corporation.

Section Seven: Dues

- 7.1 No dues shall be paid by the Member of the Corporation.

Section Eight: Corporate Seal

- 8.1 The Board of Directors may adopt a corporate seal, which seal shall have inscribed thereon the name of the Corporation. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. Failure to affix the seal shall not, however, affect the validity of any instrument.

Section Nine: Fiscal Year

9.1 The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section Ten: Indemnification

- 10.1 The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any action, suit, or proceedings, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Corporation) by reason of the fact that he is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another business, foreign or nonprofit Corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by her or him in connection with such action, suit, or proceeding if (s)he acted in good faith and in a manner (s)he reasonable believed to be in or not opposed to the best interests of the Corporation, and, had no reasonable cause to believe her or his conduct was unlawful; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorney's fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expenses of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of her or his duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, she or he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit, or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which (s)he reasonably believed to be in or not opposed to the best interests of the Corporation, and had reasonable cause to believe that her or his conduct was unlawful.
- 10.2 To the extent that a Director, officer, employee, or agent if the Corporation has been successful on the merits or otherwise in defense of any such action, suit, or proceeding, or in defense of any claim, issue, or matter therein, (s)he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by her or him in connection therewith.

- 10.3 The indemnification hereunder (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding or (ii) if such a quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel, or (iii) by the Member.
- 10.4 The expenses incurred in defending such action, suit, or proceedings shall be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 10.3 above, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized hereunder.
- 10.5 The indemnification provided hereunder shall not be deemed exclusive of any other rights to which one indemnified may be entitled, both as to action in her or his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of her or his heirs and legal representative.
- 10.6 The Corporation may procure insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another business, nonprofit, or foreign Corporation, partnership, joint venture, or other enterprise against any liability asserted against or incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not the Corporation would have the power to indemnify her or him against such liability under the Business Corporation Law of Louisiana.

Section Eleven: Amendments to By-Laws

- 11.1 These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by three-fourths of the members of the Board of Directors present or represented at any regular or special meeting, provided that at least 30 days written notice is given of the intention to alter, amend, or repeal, or to adopt new by-laws at such meeting.