Docusign Envelope ID: AF7B18AE-0815-8605-837A-FFA63FE80789

RIVERVIEWJAZZ.ORG

Bylaws

Revision 3 | Amended August 11, 2025

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ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is RiverviewJazz.Org, Inc. hereinafter may be referred to as Riverview Jazz, RJ, or RJO.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable and educational, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Riverview Jazz's mission is to connect a diverse local/regional audience to the incredible music in the greater NYC metropolitan area. Working closely with community organizations, businesses, government, and talent, Riverview Jazz is able to bring a wide range of world-class performances to the people in their respective community.

The specific objectives and purpose of this organization shall be:

a. Produce world-class jazz shows to the community in the community.
b. Provide opportunities for music education enrichment.
c. Sponsor, host, partner and/or participate in events and activities that promote music and culture in the greater NYC metropolitan area.

ARTICLE III. BOARD

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board. The Board shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board must be approved by a majority vote of the members present and voting. No vote on new members of the Board shall be held unless a quorum of the Board is present as provided in Section 6 of this Article.

Members of the Board may be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the nominations committee.

Newly elected members of the Board who have not served before shall serve initial one-year terms. At the conclusion of the initial two-year term, members of the Board may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board shall expire. Board members may serve unlimited terms.

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Each member of the Board shall attend two (2) meetings of the Board per year.

Board members must be actively engaged within the corporation and provide a financial contribution of at least one thousand five hundred cash dollars ($1500) annually or provide comparable in-kind services/support or in combination with cash dollars. All or part of which may come from the tax-deductible value paid for or solicited by the Board member, and received by the Corporation. Contribution credit shall be granted for in-kind donations for this amount or in combination with this amount. Provided, however, that the $500 cash requirement for any member who joins after the beginning of the fiscal year for his or her initial term shall be prorated accordingly.

Section 3. Regular and Annual Meetings

An annual meeting of the Board shall be held at a time and day in the fourth quarter (October–December) of each calendar year and at a location designated by the Executive Committee of the Board. The Board may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board no less than ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board may be called by or at the request of the President or any two members of the Board. The person or persons authorized to call special meetings of the Board may fix any location, as the place for holding any special meetings of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board shall be given at least two (2) days in advance of the meeting by telephone, electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person or electronically, of a majority of current members of the Board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st of the representative year shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board may forthwith immediately proceed to fill the vacancy.

Members of the Board who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 13 of this Article in these by-laws and may not rejoin the board at any time.

Members of the Board who remove themselves via resignation (verbally or electronically) is also permissible.

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Section 8. Vacancies

Whenever any vacancy occurs in the Board it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular or special meeting. Vacancies may be created and filled according to specific methods approved by the Board.

Section 9. Compensation

Members of the Board, who are not employed by the organization shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board.

Section 11. Confidentiality

The Board shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. The Board shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, the Board may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Board member shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President.

Section 13. Removal

Any member of the Board may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office.

Members of the Board who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE IV. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

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d. Shall preside at all meetings of the Executive Committee.
e. Shall have general and active management of the business of this Board.
f. Shall see all orders and resolutions of the Board.
g. Shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
h. Shall submit a report of the operations of the program for the fiscal year to the Board at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
i. Shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

j. Shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.
k. May be a designee for the President.

Section 3. Secretary

The Secretary shall attend all meetings of the Board and will function as a clerk thereof. The Secretary's duties shall consist of:

l. Shall record all votes and minutes of all meeting proceedings. In alignment with the President may make the arrangements for all meetings of the Board, including the annual meeting of the organization.
m. Shall send notices of all meetings to the members of the Board if invited to participate and verify attendance for meetings.
n. May be the official correspondence from the Board as may be prescribed by the Board or the President.

In the event the secretary is not able to attend a meeting, they are responsible to assign a designee to the duties above.

Section 4. Treasurer

The Treasurer's duties shall be:

o. Shall submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the Board, proposed capital expenditures (equipment and furniture), by the staff of the agency.
p. Shall present a complete and accurate report of the finances raised by this Board at each meeting of the members, or at any other time upon request to the Board.
q. Shall have the right of inspection of the funds resting with the company and its programs including budgets and subsequent audit reports.
r. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and accepted accounting principles.
s. Shall perform such other duties as may be prescribed by the Board or the President under whose supervision shall be.

Section 5. Election of Officers

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The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Board. Those officers elected shall serve a term of two (2) years, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

Section 6. Removal of Officer

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board and elect a successor for the unexpired term. No officer of the Board shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE V. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board president or designee appoints all committee chairs.

ARTICLE VI. CORPORATE STAFF

Section 1. Executive Director

The Board shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board. No officer, Executive Board member or member of the Board may individually instruct the Executive Director or any other employee.

The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the Board by a majority vote and shall serve until removed by the Board upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

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ARTICLE VII. CONFLICT OF INTEREST AND COMPENSATION

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

t. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

u. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

v. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

w. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

x. Procedures for Addressing the Conflict of Interest

4. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
5. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
6. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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7. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

y. Violations of the Conflicts of Interest Policy

8. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
9. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

z. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

aa. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

bb. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

cc. A voting member of any committee whose authority includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

dd. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

ee. Has received a copy of the conflicts of interest policy,

ff. Has read and understands the policy,

gg. Has agreed to comply with the policy, and

hh. Understands the Organization is charitable and maintains its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

ii. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

jj. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the New Jersey, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. RECORDS

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The corporation shall keep records of accounts and minutes of the proceedings of the Board.

ARTICLE X. NONPROFIT QUALIFICATIONS

The following provisions are included to ensure compliance with applicable federal and state nonprofit tax-exemption requirements:

Section 1. Private Benefit Prohibition

No part of net earnings of the organization shall inure to the benefit of any private shareholder or individual.

Section 2. Political and Legislative Activity

No substantial part of the activities of the organization is carrying on propaganda, or otherwise attempting to influence legislation. Additionally, the organization does not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 3. Dissolution

Upon dissolution of the corporation and after provision for liabilities, the Board shall dispose of remaining assets exclusively for exempt purposes under Section 501(c)(3), or distribute to a government entity for a public purpose. If not disposed of, the Superior Court of New Jersey shall determine distribution to another 501(c)(3) entity.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board on this third day of April 2023.

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AMENDED by the Board on August 11, 2025 (Article X added; prior Article IX renumbered Article XI).

Signed by:
Kevin Gosa
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5/1/2026

Kevin Gosa, President of the Board – RiverviewJazz.Org, Inc.

Signed by:
Rachel Ryll
95D4311B745C438...

5/1/2026

Rachel Ryll, Secretary – RiverviewJazz.Org, Inc.

Revision History

Revision #	Summary of Change	Date
1	New Document	
1.1	Amendment of authorization and officers	AUG 2015
2	Complete Overhaul of Bylaws	FEB 2023
3	Addition of Article X: Nonprofit Qualifications (Private Benefit Prohibition, Political Activity, Dissolution). Prior Article IX (Amendments) renumbered Article XI. Approved unanimously by Board.	AUG 2025