

627 Stomp Corporate Bylaws

Article One

Name

1.01 Name

The name of the corporation shall be henceforth “627 Stomp”. The business of the corporation may be carried out under the name “627 Stomp”.

Article Two

Purposes and Powers

2.01 Purposes

The purpose for the corporation is exclusively for educational, cultural, artistic, and charitable purposes, 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, and including for the purposes set herein:

The purpose of organizing shall be to achieve the express objectives of providing education and preservation of the jazz legacy of Kansas City: music, dance, and the resulting culture of not only during its heyday, but as it continues to act upon and influence the present. As a public benefit corporation, this focus on raising artistic and cultural awareness will pay dividends to a large community of dancers, musicians, historians, and other enthusiasts of a unique contribution to the American musical tapestry.

A special emphasis shall be placed on participating with Kansas City’s African American community, the innovators of the “Kansas City sound”, in order to effectively recognize their achievements and influence.

To successfully address the needs in the interconnected areas of education, artistic preservation, and community enhancement, this nonprofit corporation may offer dance lessons, host events, produce academia-quality historical works, and collaborate with other similarly-oriented organizations which fall under the 501(c)(3) section of the internal revenue code. Where advisable, it may partner with a for-profit organization that believes in the central tenets of the corporation’s mission. It may also seek to apply for federal, state and local grants that may fund its various functions and objectives.

2.02 Powers

The corporation shall maintain the right to, directly or indirectly, engage in any lawful activity that bears a relation to its core purposes and mission, as stated in Article Seven of the Articles of Incorporation, and previously detailed in Article Two, Section 2.01 of the Bylaws. The corporation is empowered to act in conjunction with for-profit and non-profit organizations as deemed necessary or convenient, and may accept in-kind or monetary contributions from such organizations or natural persons to further its stated goals. The validity of actions may not be challenged on the ground that the corporation lacks or lacked power to act, except as provided in subsections 2 and 3 of 355.141, the “Missouri Nonprofit Corporation Act”, under which this corporation shall incorporate.

Article Three
Board of Directors

3.01 Number of Directors

627 Stomp shall establish a board of directors, composed of natural persons, with an initial number of seven directors. The number of directors may be increased or decreased from time to time, although not below three directors, in order to anticipate future demands or growth of the corporation.

3.02 Term Limits

Appointed and elected directors of 627 Stomp shall serve for a term not to exceed two years, effective as of their respective appointment or election. A director may serve successive terms, without an imposed limit.

The six elected or appointed directors shall be placed into two groups, with terms staggered so that all directors may not be subject to potential replacement during the same term.

In the occasion that a vacancy manifests among the previously-appointed or elected directors due to resignation or removal, an individual filling the vacancy shall serve the duration of the unexpired term, until such a time as the next election or appointment of directors arrives.

If an elected director's term expires before the next meeting where an election shall take place, the director shall continue to serve until a successor has been named.

Elected directors may only be reelected by the constituent members of the Tier Two membership class, subject to a majority vote at the annual membership meeting.

3.03 Responsibilities

The board of directors shall be responsible for providing the corporation with sensible advice and guidance in order to adhere to the core mission and purpose of the corporation. It shall hold ultimate authority over all adjustments that may be made to its structure and purpose, although it shall, by the virtue of these Bylaws, invest authority in an executive board of officers to carry out most operational functions and actions to execute directives. Directors may meet with for-profit and other non-profit entities to secure partnerships, funding opportunities, and other various compacts that provide obvious benefit to the corporation's mission.

3.04 Qualification

All individuals serving as directors shall be members of the corporation, specifically Tier Two of 627 Stomp's membership classes, and shall be liable to maintain all dues and responsibilities which are associated with the aforementioned membership group. All individuals shall be natural persons; a natural person acting as proxy on behalf of another organization or corporation shall not be eligible to serve as a director.

3.05 Appointment and Removal of Directors

(a) Resignation: A director may resign at any time by delivering adequate notice to the board of directors.

1. Adequate notice shall be considered to be in the form of a written document only. An oral notice may be provided as a courtesy or an advance warning, but shall not be taken for an official resignation from the corporation's board of directors.

2. Resignation shall be considered effective upon delivery of the notice or, if specified within the notice, upon a future effective date. The resignation shall be delivered to the secretary of the executive committee.

3. Upon the vacancy of the director, the board of directors may fill the vacancy with a temporary appointment of an individual to the position, subject to a vote of a quorum of the board of directors.

(b) **Removal:** The membership class responsible for electing a director may remove the elected director without cause. Removal proceedings may only take place at a meeting expressly called for the purpose of removing the director. The removal shall be subject to a majority vote of a quorum among the membership class in attendance at such a meeting.

The board of directors may intervene where it is reasonably believed that a director has failed in their duties in best representing the direction and mission of the corporation. By a majority decision of an assembled quorum of the board of directors, a director may be removed with cause, subject to a notice issued no less than one week before the planned removal of the director. If a director is removed with cause, the individual shall be expelled from the organization and will maintain no membership rights.

3.06 Regular and Annual Meetings

Upon incorporation, the initial board of directors shall affix a time and place for the first regular meeting of the board, subject to a majority vote. A quorum of the board must attend all regular meetings for matters to be voted upon; at the conclusion of each meeting, a time and place will be set for the next regular meeting. Regular meetings shall always be held at intervals of at least once per month.

For all regular meetings, the secretary shall be responsible for creating an agenda of items for discussion and shall post the agenda no later than one week preceding the upcoming regular meeting. Any matters that are not previously placed upon the agenda, may, by majority vote of the assembled quorum, be appended to the agenda during the regular meeting.

627 Stomp shall affix an annually-occurring meeting for all directors, executive officers, and membership classes to attend. The meeting shall occur on a day and time in the month of January, subject to a vote affixing such details by a quorum of the board of directors. The location for such a meeting may be placed at the principle office of the corporation, or in another venue that is better suited to accommodating the attendees, so long as the change of venue has been provided in advance to all directors, executive officers, and membership classes no less than two weeks before the commencement of the meeting.

Annual meetings shall, unless otherwise specified in the bylaws, be the determined time for applicable directors and executive officers to submit themselves for reelection to their respective positions in the corporation's hierarchy.

The president and the treasurer are required by these bylaws to report on the financial activities and condition of the corporation at the onset of the meeting to.

For matters other than reelection of directors and executive officers, and excluding discussion of financial activity, all matters that are desired to be expressed or discussed at the annual membership meeting must be made in advance to the president, in writing, no less than three weeks before the commencement of the meeting. An agenda for the meeting shall then be constructed by the secretary and given to all participants in the corporation no less than two weeks before the commencement of the annual meeting.

3.08 Special Meetings

Special meetings may be called or requested by the president of the board of director's executive committee, in addition to two directors in support. The president, at such time, may affix a time and place to conduct the special meeting. The special meeting shall be preceded by one week's notice to all directors, which shall include the express nature of the meeting..

3.08 Quorum

During all meetings of the board of directors, a quorum must be present in order to move towards a vote on a considered subject; that is, a majority of the directors in office preceding the beginning of a meeting. A quorum shall be the greater of one-third the number of directors, or three directors, pursuant to 355.401 of the Missouri Nonprofit Corporation Act. At such a meeting where a quorum is met, an action of the board of directors will be initiated if the majority of directors present at a meeting move to vote in the affirmative.

3.09 Compensation

At no time shall an individual serving on the board of directors receive compensation as a result of their service, or for duties performed on behalf of the corporation.

3.10 Conflicts of Interest

Under no circumstances may an individual serving as a director, who serves simultaneously as an employee of the federal government, represent or act on behalf of, the corporation on any legal document, legal proceedings, official correspondence or submissions to the federal government. Other such potential conflicts of interest which may arise may be voted upon in advance by a quorum of the board of directors or by the corporation's executive board of officers, so long as the material facts of the interest at hand have been disclosed and that it is believed the interest is not unfair to the corporation.

3.11 Indemnification of Directors

Pursuant to 355.471 of the Missouri Nonprofit Corporation Act, a corporation shall indemnify a director who was successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

3.12 Confidentiality

Directors shall not discuss or disclose information about the corporation or its activities to any person or entity beyond the board of directors or its membership classes, 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. Directors shall use discretion and good business judgment in discussing the affairs of the corporation with third parties. Without limiting the foregoing, directors may discuss upcoming fundraisers and the purposes and functions of the corporation.

Each director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the board of directors.

Article Four **Executive Committee**

4.01 Board Structure

627 Stomp shall establish an executive committee of officers assembled from among the board of directors, who serve at the pleasure of the board of directors, acting with full authority to execute and fulfill the various operational functions of the organization. The board shall consist of a president, vice-president, treasurer, and secretary, and may also include a community outreach coordinator, marketing director, and education coordinator, at the discretion of the board of directors.

The provisions of this article may not be construed to limit the fulfillment of above portfolios to the performance of a singular individual, when it is determined necessary. Occasion may arrive where an individual may fulfill more than one position, to meet the demands of the corporation.

Additional positions may be added or removed in order to keep pace with the growth of the organization and must be subject to a majority vote and quorum of the board of directors.

4.02 Term Limits

All officers of the executive committee shall serve a full term that is not to exceed a period of one year. In the occasion that a vacancy manifests among the executive officers due to resignation, an individual filling the vacancy may serve the duration of the unexpired term, until such a time as the next election or appointment of directors arrives. Officers may serve successive terms, without an imposed limit.

If an elected officer's term expires before the occurrence of the next meeting where an election shall take place, the officer shall continue to serve until a successor has been elected.

4.03 Responsibilities

(a) President: the role of the president of the executive committee shall be to fulfill the following functions:

1. Operate as the chief executive of the corporation, executing the direction of the board of directors and overseeing all operations of the organization.

2. Preside over all monthly executive board meetings, regular member meetings, and annual member meetings, with the power to commence or adjourn said meetings subject to a quorum vote of attendees being met.

3. Enjoin the corporation into any binding agreement, with signatory powers, per majority vote where required.

4. Settle and orchestrate all pending debts and/or financial obligations in the event of the corporation's dissolution. The president shall not personally assume the debts or financial obligations but may represent the organization in ongoing matters.

5. Maintain responsibility for any physical assets loaned to or permanently granted to the corporation; retain a physical list, to be kept in a secure location in the registered office of the corporation, of all physical or monetary assets either loaned to or permanently granted to the corporation.

6. Hire staff and contractors when necessary to fulfill performance or teaching obligations.

7. Appoint and remove executive board members, per majority vote of assembled quorum and sufficient period of debate.

8. Assign portfolios to any executive board member in addition to their prior-established duties.

9. Be responsible for all tax filings per fiscal year for the organization.

10. May serve as an *ex-officio* member of any committees established that further the mission and objectives of the corporation.

11. May exist as an entity on all organization financial accounts, and sign all checks and payouts required to pay employees, instructors, and/or fulfill financial services incurred in pursuit of organizational goals. The president shall not be personally liable for any financial services incurred.

(b) Vice-President: the role of the vice-president of the executive committee shall be to fulfill the following functions:

1. Perform all duties hitherto granted to the president during incapacitation or absence of the president.

2. Operate as primary executive planner of fund-raising activity in order to support organization mission.

3. Operate as primary grant-writer in order to obtain funding for research, preservation, and other arts-related grants, except if a conflict of interest arises with the source of funds.

4. Assign portfolios to any executive board member in addition to their prior-established duties.

5. In the event of the removal of the president, preside over the meeting in place of the president where removal proceedings have been invoked.

6. May serve as an *ex-officio* member of any committees established that further the mission and objectives of the corporation.

(c) Secretary: the role of the secretary of the executive committee will be to fulfill the following functions:

1. Faithfully record all minutes of official meetings of the corporation, and make them available to all membership classes upon request.

2. Assist the President and Vice-President in their duties as directed within the constraints of the by-laws.

3. Schedule monthly executive meetings, and monthly member meetings upon the setting of a time and place by the board of directors, in addition to arranging for any logistics associated with the planning of these meetings.

4. The secretary shall act as parliamentarian, and is tasked with making sure all procedures of the bylaws are met during official meetings of the board of directors, executive committee, and member meetings.

(d) Treasurer: the role of the treasurer of the executive committee will be to fulfill the following functions:

1. Provide monthly budget feedback and financial health reports on the corporation at regular monthly executive board meetings.

2. Create charts, budgets, graphs, and other financial reports to observe and preserve the corporation's financial security.

3. Be the primary entity on all organization financial accounts, and sign all checks and payouts required to pay employees, instructors, and/or fulfill financial services incurred in pursuit of organizational goals. The treasurer shall not be personally liable for any financial services incurred.

4. Report directly to the President, Vice-President, and board of directors as needed outside of regular monthly meetings for *ad hoc* updates on financial health.

(e) Education Coordinator: the role of the education coordinator of the executive officer board will be to fulfill the following functions:

1. Create lesson plans and programs to facilitate regular dance series and coordinate special dance-related events as they relate to hiring of instructors and planning of lessons.

2. Establish and oversee committees that may help advise in the following jurisdictions: creation and coordination of dance lessons that benefit the learning community; offering guidance on historic research and discussing items to research; creating programs to share learnings with KC and larger community.

3. Oversee and establish parameters of historical research into the community, in coordination with President and Vice-President.

4. Investigate all leads, set appointments for interviews, and produce academic works as requested by the President and/or Vice-President.

5. Report to President and Vice-President for final review and approval of lesson plans.

6. Perform other duties that may be established in the future by the by-laws.

(f) Marketing Director: the role of the marketing director of the executive officer board will be to fulfill the following functions:

1. Manage and oversee all social media platforms upon which the corporation participates.
2. Devise advertising strategies and campaigns to effectively market the corporation's purpose, objectives, and sponsored events.
3. Create budgets to submit to the Treasurer for advertising and marketing purposes.

(g) Community Outreach Coordinator: the role of the community outreach coordinator of the executive officer board will be to fulfill the following functions:

1. Explore various outlets within the community that may benefit from charitable works,
2. Communicate with contacted organizations to develop plans to benefit the targeted community and provide President and Vice-President with engaging scenarios that may promote the target's awareness and need among membership classes and larger community.
3. Chair a committee of member volunteers to vet philanthropic opportunities and submit all findings to the board of directors.

(h) Newsletter Editor: the role of the newsletter editor will be to fulfill the following function:

1. Oversee monthly email correspondence with all membership classes, which will disperse organization updates, meeting details, event details, and other KC happenings.
2. Provide oversight and maintenance of 627 Stomp blog on organization website.
3. Set and enforce deadlines for posts, as needed, working in tandem alongside the marketing director.

4.04 Appointment and Removal of Officers

(a) Appointment and Election: At the annual member meeting for the corporation, an executive officer may state the intention to serve another term in their official capacity. Reelection to the position may only occur if a quorum of the board of directors, and subject to their majority vote. If the reelection is contested by another individual who wishes to replace the executive officer, whosoever receives the majority of votes among that quorum shall accede to the position for which they chose to run. The directors who are not themselves subject to reelection to their positions shall certify the majority vote and formally instate the new executive officer.

(b) Resignation: An officer of the executive committee may resign at any time by delivering adequate notice to the corporation's president.

1. Adequate notice shall be considered to be in the form of a written document only. An oral notice may be provided as a courtesy or an advance warning but shall not be taken for an official resignation from the corporation.

2. Resignation shall be considered effective upon delivery of the notice or, if specified within the notice, upon a future effective date. The resignation shall be delivered to the secretary, with exception of the resignation of the secretary, under which circumstance the secretary must submit resignation to the president.

3. Upon the vacancy of the officer, the executive committee may fill the vacancy with a temporary appointment of an individual to the position, subject to a vote of the board of directors. Alternatively, the executive committee may elect to receive a nomination of an individual from among the member class and subsequently appoint to the vacant position, subject to a vote of the board of directors.

(b) Removal: The board of directors may remove any officer at any time with or without appropriate cause.

1. Removal without cause shall be executed by the corporation's president, subject to a majority vote of a quorum of the board of directors.

2. Should the board of directors proceed with cause to remove an officer of the board, the following provisions must be followed:

2a. The officer shall be granted notice to the proceedings, to be delivered by the secretary, in order to appropriately prepare answers and defend against potential removal, barring certain exceptions (i.e. if delayed action will adversely affect corporation activity in an immediate way). In the event of the secretary becoming the subject of removal, notice shall be delivered to the president. Notice must include the specific causes for potential removal; examples of cause include, but are not limited to: dereliction of appointed or elected duty to the corporation; gross misconduct; results of criminal actions taken against the officer. Notice must be provided, at minimum, one week before board review of charges and ultimate decision are made.

2b. The president of the corporation, at the review, shall orally provide the charge(s) and associated details of charges to the officer under review. In the event of the president becoming the subject of removal, the vice-president shall assume such duties. The officer in question shall be allowed an appropriate response to the charges, and to provide evidence or testimony in defense. A period of discussion and questioning by remaining board directors may follow, to allow fair discourse and analysis of the verity and severity of charges.

2c. The board of directors shall, by majority assent, vote whether to remove the officer under review, or not to act upon the charges. The officer under review may not vote at this time. Each vote shall correspond to a natural person, and not the number of positions or portfolios that may be held by the voting director.

2d. The president shall enact the results of the vote: as the president has sole executive power to remove officers, the president shall announce the ultimate removal if the votes move in favor of such; alternatively, the president shall uphold the decision not to remove the officer if the votes move in favor of such. In the event that the president is the subject of removal proceedings, this section shall be construed to grant the vice-president the aforementioned powers belonging to the president to enact removal.

2e. If an executive committee officer is removed with cause, the individual shall be expelled from the organization and will retain no membership rights.

Article Five Corporate Staff

5.01 Establishment of Corporate Staff

627 Stomp may elect to establish a corporate staff in order to accommodate future growth or needs of the corporation. Such a corporate staff would be responsible for the maintenance and administering of internal corporate functions; for any such position established under the jurisdiction of corporate staff, 627 Stomp may, at the time of vacancy or creation of a position, establish it as a paid position or as a volunteer position. The corporation reserves the right to amend this section under Article Nine, Section 9.01 of these Bylaws, by a majority vote of a quorum of the board of directors.

Article Six Members

6.01 Member Classes

As a public benefit corporation, 627 Stomp shall establish two tiers of member classes, which may permit the community to engage in organization functions to various degrees. Hereafter, each tier shall be referred to as “Tier One”, and “Tier Two”, respectively.

6.02 Class Details

(a) Tier One: Members who participate in the “Tier One” membership class shall be entitled to receive the following benefits for their inclusion in the membership class, following payment of \$30.00 in annual dues:

1. A one year membership to 627 Stomp, proven with a membership card providing name and membership tier.

2. 30% discount on all classes and workshops organized by the corporation, as well as sponsored events where the corporation has the right to determine ticket prices; a 10% discount on any group rates offered to the corporation when attending out-of-town classes or workshops held by other organizations.

3. An official 627 Stomp t-shirt.

4. Receipt of a monthly newsletter for organizational news, updates, and events around Kansas City pertaining to jazz.

4a. First access to any 627 Stomp produced content, including recaps of dance workshops and classes, and historical research.

5. Voting rights as they pertain to the selection of class and workshop types to be provided by 627 Stomp, and other opportunities explicitly stated by the corporation.

6. Any other benefits which the executive committee may make available at a future time.

(b) Tier Two: Members who participate in the “Tier Two” membership class shall be entitled to receive the following benefits for their inclusion in the membership class, following payment of \$60.00 in annual dues:

1. Access to all privileges and discounts offered to the Tier One membership class.

2. Ability to be nominated and considered for vacancies on the board of directors, subject to a majority vote of the Tier Two membership class.

3. Voting rights at the annual membership meeting to vote upon and select the corporation’s board of directors.

4. A free monthly dance series of their choice, excluding the lindy hop series.

6.03 Membership Dues

In order to join the respective membership classes, 627 Stomp shall impose yearly dues, which may feed back into funding the corporation’s initiatives in the community. Individuals who wish to participate in the Tier One membership class shall be required to pay annual dues of \$30.00 for the duration of one year, effective the day the payment is posted into the corporation’s account. Individuals who wish to participate in the Tier Two membership shall be required to pay annual dues of \$60.00 for the duration of one year, effective the day the payment is posted into the corporation’s account. These dues shall never be lower than the amounts listed, but may be raised at the discretion of the executive committee.

6.04 Member Liabilities

Per the Missouri Nonprofit Corporation Act, a member of a corporation is not personally liable for the acts, debts, liabilities, or obligations of the corporation. Members of any membership class of 627 Stomp shall be liable to pay annual dues, as may be found in section 5.3 of the Bylaws, for initial registration into a membership class, or for any renewals that a member seeks of their membership in the corporation. Persons who participate in a membership class of 627 Stomp shall be liable, however, for any actions that reflect poorly upon the organization due to gross misconduct or other untoward behavior that may occur through 627 Stomp functions. Members shall also assume all risks of injury when taking part of any 627 Stomp event.

6.05 Resignation and Expulsion of Members

(a) Resignation: Per the Missouri Nonprofit Corporation Act, a member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to the corporation as a result of obligations incurred or commitments made to resignation. All fees paid to the

corporation are non-refundable, unless otherwise deemed appropriate by a majority vote of the executive committee.

(b) Suspension and Expulsion: A member may be expelled from membership in the corporation, pursuant to fair and reasonable procedures.

1. Notice of action shall be provided by the executive board secretary no less than fifteen days before suspension or expulsion is enforced. Notice shall include justification for the action, and a date by which the member must respond by in order for the executive board to adequately consider all relevant issues and facts surrounding the action.

1a. All written notices sent to members advising of adverse action pertaining to membership status must be mailed through first class postage or certified mail to the most recent address provided for the member on the official membership listing.

2. The member facing adverse action shall be provided a window of opportunity to respond orally, or respond in writing by the deadline provided in the notice of action. If a member elects to present an oral case rebutting their suspension or expulsion from their respective membership class, they must set an appointment to appear before the executive board.

2a. At the designated time of the appointment, the president of the corporation shall list the charges and justification for the adverse action recommended against the member.

2b. The member shall be provided with an adequate period of time to present evidence and arguments against the charges levied.

2c. A period of questioning shall follow, whereby the executive board may ask further questions about the charges, and evidence provided.

2d. The executive board shall vote and implement, by majority assent, a decision to keep the member instated in their participation in their respective membership class, or to impose suspension or expulsion.

6.06 Annual Membership Meeting

627 Stomp shall affix an annually-occurring meeting for all directors, executive officers, and membership classes to attend. The meeting shall occur on a day and time in the month of January, subject to a vote affixing such details by a quorum of the board of directors. The location for such a meeting may be placed at the principle office of the corporation, or in another venue that is better suited to accommodating the attendees, so long as the change of venue has been provided in advance to all directors, executive officers, and membership classes no less than two weeks before the commencement of the meeting.

Annual meetings shall, unless otherwise specified in the bylaws, be the determined time for applicable directors and executive officers to submit themselves for reelection to their respective positions in the corporation's hierarchy.

The president and the treasurer are required by these bylaws to report on the financial activities and condition of the corporation at the onset of the meeting.

For matters other than reelection of directors and executive officers, and excluding discussion of financial activity, all matters that are desired to be expressed or discussed at the annual membership meeting must be made in advance to the president, in writing, no less than three weeks before the commencement of the meeting. An agenda for the meeting shall then be constructed by the secretary and given to all participants in the corporation no less than two weeks before the commencement of the annual meeting.

6.07 Regular Membership Meetings

The corporation shall hold a monthly membership meeting to dispense happenings and updates concerning the corporation. Such meetings will be presided over by the president, and shall be set in advance by the secretary, no later than one week before the intended time and place of the meeting. Any member of the Tier One or Tier Two class may be entitled to attend.

Article Seven **Document Retention**

7.01 Documents Requiring Retention

627 Stomp shall maintain records of most corporation documents, including a full, current list of members with addresses and names; a full, current list of directors and executive officers with addresses and names; meeting minutes of the board of directors, executive board of officers, monthly membership meetings and annual organization meeting; records of all actions taken by directors and executive officers where a meeting was not required; meeting minutes for all committees created by the executive board; a corporate registration report; and a copy of bylaws and articles of incorporation. Such documents may be requested for review by a member, following an advance request by the member to the secretary of the executive board; documents may be requested by the attorney general of the state of Missouri as necessitated by the Missouri Nonprofit Corporation Act.

The corporation shall also keep accurate copies of all monthly budgets and expenses.

7.02 Statute of Limitations for Retention

All documents shall be retained at the principal office, that is, the registered office noted within the Articles of Incorporation. All documents shall be kept in perpetuity, excepting minutes of meetings and actions of the executive board beyond three years after recording date, and financial statements furnished for the previous three years.

Article Eight **Code of Conduct**

8.01 Code of Conduct – 627 Events

As a means of successfully achieving the dual goals of preservation and education as it concerns the jazz legacy of Kansas City, 627 Stomp shall hold events that promote swing dancing and its related family of dances. Such events may be held at a public venue, or may be restricted to a private function. In order to maintain a safe, social environment at such functions, 627 Stomp shall reserve the right to enforce, or work with appropriate venue authorities to promulgate, the following code of conduct:

1. The dance environment is for everyone, regardless of, but not limited to: gender/gender identity, race, sexual orientation, disability, physical appearance, religion, or political views. Violation of boundaries or harassing behavior shall not be tolerated in any respect.
 - a. Harassing behavior includes, but is not limited to: offensive verbal comments, deliberate intimidation, stalking or following, inappropriate or unwanted physical contact, and any non-consensual sexual attention.
2. Take ownership of physical or emotional actions, both on and off the dance floor. Mistakes will happen, and it is important to be sincere in apologizing and being amenable to an offended party. Let your partner or the individual know that something caused discomfort, or alert staff, if necessary.
3. Communicate verbally, where applicable, when asking for a dance. Likewise, be respectful of an individual's choice to decline a dance, regardless of reason. You can reject a dance for any reason, and should not feel obligated to dance with a person for any reason.

4. On the social dance floor, there may be many individuals who are dancing for the first time, or are still learning. Be aware of differing skill levels, and go the extra mile to be encouraging to a dance partner. Know your skill-set and what you can or cannot accomplish. Outside of staged performances or exhibitions, please refrain from attempting aerial steps or otherwise risky moves, or attempting to socially lead such moves. Maintain spatial awareness if there are others dancing around you, and apologize if you accidentally bump or inappropriately touch someone.

Anyone in violation of this code could be subject to verbal warning, be asked to leave the event (without a refund, if applicable), and/or referred to a law enforcement official.

Article Nine

Amendments to Articles and Bylaws

9.01 Procedure for Amendment

627 Stomp may amend its Articles of Incorporation at any time to add or change a provision that is required or permitted in order to be in compliance with federal or state law, or to hew more faithfully to its intended mission as a public benefit corporation.

The corporation also retains the right to amend its corporate bylaws, by a majority vote of an assembled quorum of its board of directors.