

BYLAWS  
OF  
Power Jam Music Alliance Incorporated (PJMA)

**ARTICLE 1. OFFICES**

The principal office of PJMA shall be located at its principal place of business or such other place as the Board of Directors may designate. The corporation may have such other offices, either within or without the State of Maryland, as the Board of Directors may designate or as the business of the corporation may require from time to time.

**ARTICLE 2. MEMBERSHIP**

The PJMA membership is open to any group, organization, or individual interested in the advancement, participation and promotion of PJMA and it's purpose as provided in the Articles of Incorporation.

To apply for membership the applicant must provide personal data, background information and their interest with PJMA.

The application for membership will be reviewed and approved by the President of the Board of Directors and at least one other member of the Board of Directors

The approved applicant must support one PJMA event to be a member of PJMA.

Members may resign at any time by providing such notice in writing.

PJMA events and meetings are be open to the public. Anyone who supports a PJMA event are a member upon approval of their application.

**ARTICLE 3. BOARD OF DIRECTORS**

**3.1 General Powers**

Subject to state law and the articles of incorporation, the business and affairs of this corporation shall be managed by and all corporate powers shall be exercised by or under the direction of the Board of Directors. Each director shall exercise such powers and otherwise perform such duties in good faith and in the manner provided for by law.

**3.2 Number of Directors**

The Board of Directors shall consist of not less than 3 nor more than 9 Directors, and the officers of the corporation (President, Vice President, Secretary and Treasurer). The specific number of Directors is to be set by resolution of the Board of Directors. The number of Directors may be changed from time to time by amendment to these Bylaws,

provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. The term “Board of Directors” as used in these bylaws means the number of directors authorized in this paragraph, even if that number is one.

### **3.3 Advisory Directors**

The Board of Directors from time to time may elect one (1) or more persons to be advisory directors, who shall not by such appointment be members of the Board Directors. Advisory Directors are not permitted to vote on elections, motions or resolutions before the Board of Directors. Advisory directors shall be available from time to time to perform special assignments specified by the President, to attend meetings of the Board Directors upon invitation and to furnish consultation to the Board Directors. The period during which the title shall be held may be prescribed by the Board Directors. If no period is prescribed, the title shall be held at the pleasure of the Board Directors.

### **3.4 Qualifications**

Directors shall have such qualifications as the Board of Directors may prescribe by resolution or amendment to these Bylaws.

### **3.5 Election of Directors**

#### **3.5.1 Initial Directors**

The initial Directors named in the Articles of Incorporation for PJMA shall serve until the first annual meeting of the Board of Directors.

#### **3.5.2 Successor Directors and Term of Office**

Successor Directors shall be elected at a special meeting of the Board of Directors held 3 months before the annual meeting (see section 3.6). If the special meeting is not held on the date designated; the Board of Directors shall cause the meeting to be held as soon thereafter as may be convenient. One-half of the number of initial Directors shall serve a term of one year and one-half shall serve a term of two years so that the term of future directors will be staggered. Unless a Director dies, resigns or is removed, the person shall hold office for a term of three years or until a successor is elected, whichever is later.

#### **3.5.3 Resignation**

Any member of the Board of Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No reduction of the authorized number of directors shall have the effect of removing any director before the director’s term of office expires.

### **3.5.4 Removal**

At a meeting of the Board of Directors called expressly for that purpose, one or more Board of Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Board of Directors then in office. The entire Board of Directors or any individual director named may be removed from office as provided by state law. In such cases, the provision in Section 3.5.5 shall be followed to fill such vacancy for the remaining unexpired term of the director so removed.

### **3.5.5 Vacancies**

A vacancy in the Board Directors shall be deemed to exist in the event of the death, resignation, or removal of any director, or if the Board of Directors fails, at any meeting of the Board of Directors at which any directors are elected, to elect the full number of authorized directors. A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors or by a sole remaining director. A Director who fills a vacancy shall serve for the unexpired term of the predecessor in office.

### **3.6 Annual Meeting**

The annual meeting of the Board of Directors shall be held the 1<sup>st</sup> day of August in each year at 9:00 am for the purposes of transition of position to the newly elected directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board of Directors shall cause the meeting to be held as soon thereafter as may be convenient.

### **3.7 Regular Meetings**

By resolution, the Board of Directors may specify the date, time and place for the holding of regular meetings without other notice than such resolution. In the absence of such resolution, regular meetings shall be held at the principal executive office of the corporation.

### **3.8 Special Meetings**

Special meetings of the Board of Directors or any committee designated and appointed by the Board of Directors may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Maryland as the place for holding any special Board of Directors or committee meeting called by them.

### **3.9 Notice of Special Meetings**

Notice of the time and place for special meetings shall be delivered personally or by telephone to each director or sent by first class mail, e-mail or telegram, charges prepaid, addressed to each director at his or her address as it is shown in the records of the corporation. In case such notice is mailed, it shall be deposited in the United States mail

at least ten (10) days prior to the time of holding of the meeting. In case such notice is delivered personally or by telephone. E-mail or telegram, it shall be delivered personally or by telephone, internet or to the telegram company at least forty-eight (48) hours prior to the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of the meeting nor the place, if the meeting is to be held at the principal executive of the corporation.

### **3.10 Waiver of Notice**

#### **3.10.1 In Writing**

Whenever any notice is required to be given to any member of the Board of Director under the provisions of these Bylaws, the Articles of Incorporation for Power Jam Music Alliance Inc. or applicable Maryland law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

#### **3.10.2 By Attendance**

The attendance of a member of the Board of Directors at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **3.11 Quorum**

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as otherwise provided in these bylaws. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum was present shall be regarded as the act of the Board Directors. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting to another time and place without further notice

### **3.12 Presumption of Assent**

A member of the Board of Directors of the corporation present at a Board of Directors meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the person dissent or abstention is entered in the minutes of the meeting, or unless such person files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a member of the Board of Director who voted in favor of such action.

### **3.13 Meeting Adjournment**

Notice of the time and place of the holding of an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of such time and place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

### **3.14 Action by Board of Directors Without a Meeting**

Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board of Directors meeting. Consent by E-mail from the members of the Board of Directors shall constitute as written consent.

### **3.15 Board of Director Committees**

#### **3.15.1 Standing or Temporary Committees**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board of Directors; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon that person by law.

#### **3.15.2 Quorum; Manner of Acting**

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### **3.15.3 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving

oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **3.15.4 Removal of Committee Member**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may remove from any committee any member(s) of the committee.

## **ARTICLE 4. OFFICERS**

### **4.1 Principal Officers**

The principal officers of the corporation shall be President, Vice President, Secretary, and Treasurer. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board of Directors. Any officer may be assigned by the Board of Directors any additional title that the Board of Directors deems appropriate. Any two or more offices may be held by the same person.

#### **4.1.1 Service of Principal Officers**

The principal officers of the corporation, except such officers as may be appointed in accordance with Article 3 Section 4.1.2 of these bylaws, shall be chosen by the Board Directors, and each shall serve at the pleasure of the Board Directors, subject to the rights, if any, of an officer under any contract of employment.

#### **4.1.2 Appointment of Other Than The Principal Officers**

The President is empowered to appoint and remove such officers (other than the principal officers) as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as President or the Board of Directors may from time to time determine

### **4.2 Election and Term of Office**

The officers of the corporation shall hold office for 3 years. Officers shall be elected at a special meeting of the Board of Directors held 3 months before the annual meeting (see section 3.6). If the special meeting is not held on the date designated; the Board of Directors shall cause the meeting to be held as soon thereafter as may be convenient.

#### **4.2.1 Resignation**

Any officer may resign at any time by delivering written notice to the President, Vice President, the Secretary or the Board of Directors, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless

otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.

#### **4.2.2 Removal**

Any officer or agent elected or appointed by the Board of Directors may be removed from office by a majority vote the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### **4.2.3 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, any other cause or is removed from office, the office shall remain vacant, until the successor is elected to fill the remaining term of office by the Board of Directors at any regular or special meeting of the Board Directors . The President shall appoint an assistant to fulfill the duties of the office until the successor is elected.

#### **4.3 President**

The President shall be the chief executive officer of the corporation and; subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the Board of Directors and shall be ex-officio a member of all the standing committees, including the executive committee, if any. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to the person by the Board from time to time.

#### **4.4 Vice President**

In the event of the death of the President or the person's inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice Presidents shall have, to the extent authorized by the President or the Board of Directors the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors. . If there is more than one Vice President, each Vice President shall succeed to the duties of the President in order of rank as determined by the Board of Directors. If no such rank has been determined, then each Vice President shall succeed to the duties of the President in order of date of election, the earliest date having the first rank, and then by alphabetical order starting with "a".

## **4.5 Secretary**

The Secretary shall: (a) keep the minutes of meetings of the Board of Directors, and minutes which may be maintained by committees of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and each officer; (e) sign with the President, or other officer authorized by the President or the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments; and (f) 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 or her by the President or the Board of Directors.

## **4.6 Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

# **ARTICLE 5. ADMINISTRATIVE PROVISIONS**

## **5.1 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board of Directors, and any minutes which may be maintained by committees of the Board of Directors; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

## **5.2 Accounting Year**

The accounting year of the PJMA shall be the twelve months ending in July.

## **5.3 Rules of Procedure**

The rules of procedure at meetings of the Board Directors and committees of the Board Directors shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board Directors.

## **5.4 Meetings by Telephone and Internet**

Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors or committee by means of a conference telephone, internet or similar communications equipment by means of

which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **5.5 Voting on Behalf of the Corporation**

The President, or any Vice President, or any other person authorized by resolution of the Board Directors or by any of the foregoing designated officers, is authorized to vote on behalf of the corporation for any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation for any and all shares held by the corporation in any other corporation or corporations may be exercised by any such officer in person or by any person authorized to do so by proxy duly elected by said officer.

## **5.6 Compensation**

The members of the Board of Directors and committees shall receive no compensation for their service on the Board of Directors or committees but may receive reimbursement for expenditures incurred on behalf of the corporation.

## **5.7 Binding Actions**

The Board of Directors, except as in the bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of any officer, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

## **5.8 Headings**

Article and Section headings contained in these bylaws are inserted for convenience of reference only and shall not be deemed to be part of these bylaws for any purpose or in any way define or affect the meaning, construction or scope of any of the provisions hereof.

## **5.9 Invalidity**

If any provision of these bylaws is declared by a court of competent jurisdiction to be invalid, void or unenforceable, the remainder of these bylaws shall continue in full force and effect.

# **ARTICLE 6. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

The foregoing Bylaws were adopted by the Board of Directors on  
\_\_\_\_\_, \_\_\_\_.

\_\_\_\_\_  
Secretary