



BYLAWS

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BYLAWS:

Article I: Purpose

The purpose of the Society shall be:

1. To preserve, cultivate, and support the blues.
2. To communicate current blues news and events for members
3. To increase awareness of and appreciation for the blues through Society sanctioned educational efforts, and
4. To provide a network of association for area blues lovers.

Article II: Membership and Participation

Section 1. Prospective members must tender written application for membership to the Society by either completing and returning the Society's standard application form or otherwise providing all information requested thereon.

Section 2. All members must pay annual dues as determined by members at the annual meeting.

Section 3. The following types of membership shall be available through the Society:

Active Member: Any person interested in promoting the purposes of the Society may become an active member, and shall be entitled to all Society privileges, including the right to vote and eligibility to hold office, unless otherwise prohibited within this document.

1. Single Membership is provided for individual. Children under 18 years of age and residing at home shall enjoy membership privileges and discounts to the extent that these are offered, but shall not be eligible to vote on Society matters.
2. Family Membership shall include spouses or domestic partners, who shall be entitled to one vote each. Children under 18 years of age and residing at home shall enjoy membership privileges and discounts to the extent that these are offered, but shall not be eligible to vote on Society matters.
3. Contributing Membership is provided for any Single or Family Member who contributes \$100 or more, and shall be recognized as such during the membership year in which the contribution was received. A Contributing Member shall be entitled to all Society privileges, including the right to vote and eligibility to hold office.

Other Memberships:

1. Honorary Membership: Any person having gained eminence on behalf of the blues, or any person duly deemed worthy of commensurate Society esteem may be elected as an Honorary Member by a unanimous vote of the Board of Directors, or by nomination and approval by a majority of the membership present at a general membership meeting. Honorary members shall be exempt from the payment of Society dues. An Honorary member shall have the right to vote and eligibility to hold office, unless otherwise prohibited within this document.
2. Corporate Friendship: Any corporation contributing \$100 or more shall be a Corporate Friend of the Society, and shall be recognized as such during the membership year in which the contribution was received. A Corporate Friend shall not be entitled to vote or eligible to hold office.
3. The membership of the Society shall not be restricted in number.

Article III: Meetings and Elections

Section 1. General meetings shall be held at least quarterly in January, April, July, and October. An Annual meeting shall also be held in February of each year, for a total minimum of five (5) meetings each year.

Section 2. The Board of Directors shall meet monthly or as needed to discuss Society business, and changes to the Bylaws. Regular meetings shall be arranged, both as to time and location, and noted in the minutes. Any Member of the Society may attend a scheduled Board meeting of the month and address the Board. However, portions of any meeting may be held in Executive Session upon direction of the President. While in Executive Session, only Directors and specific invitees of the President may attend. Special meetings may be held upon call and notice by the president, or upon resolution of the Board of Directors. Directors shall be notified by mail or telephone of such special meetings.

Section 3. The business of the Society and all of its component parts shall be governed by parliamentary procedure as set forth in Robert's Rules of Order, Newly Revised.

Section 4. At all meetings of the General Membership, eleven (11) members in good standing shall constitute a quorum.

Section 5. If the General Membership has been notified of a general meeting and a quorum is not present, business may still be conducted, but shall not be binding until the next general meeting, at which time a simple majority must approve the actions of the previous meeting, regardless of the presence of quorum at the subsequent meeting.

Section 6. Special meetings require a quorum of active members in attendance, and every member must be attempted in good faith to be notified no less than forty-eight (48) hours before the meeting. Special meetings may be called by the President or by order of a majority of the membership at a general meeting.

Section 7. Nominations for new officers shall be opened during the January general membership meeting each year, and shall remain open until the election, which shall be held during the February general membership meeting, which shall be the Society's primary annual meeting.

Section 8. Only Active Members in good standing for no less than thirty (30) days shall be entitled to vote in an election or to seek nomination to office.

Section 9. Voting during the election of officers shall be by secret ballot.

Section 10. New officers shall be installed immediately after the election is finalized.

Section 11. No member shall hold more than one office at a time. No elected officer shall serve more than three (3) consecutive full annual terms in the same office. All elected officers shall serve without compensation.

Article IV: Dues and Fiscal Year

Section 1. Annual dues for membership shall be determined by the General Membership. Annual dues shall be payable by February 28th of each year and shall be considered delinquent if not paid by March 1st. All membership privileges shall lapse thirty (30) days after becoming delinquent. Members who allow their membership privileges to lapse shall be treated as new applicants, if applying for membership at a later date.

Section 2. All members whose membership was initiated by March 1st, 2008, shall be considered Founding Members of the Society. Founding Members who allow their membership to lapse shall forfeit Founding Member status, unless said member has maintained membership in good standing for five (5) consecutive years.

Section 3. the fiscal year of the Society shall be the calendar year: January 1st to December 31st.

Article V: Officers

Section 1. The elected officers of the Society shall be: President, Vice President, Treasurer, Secretary, Communications Director, and other such officers as may be deemed necessary by the membership or the Board.

Section 2. Election and Term of Office. The officers shall be elected by the membership at the annual meeting. Each officer shall hold office for a term of one (1) year or until a successor shall have been duly elected by the members.

Section 3. Duties of President. The President or an appointee or designee of the President shall act as the official spokesperson for the Society subject to the direction of the Board. Unless otherwise provided for in these bylaws, the President shall have the responsibility

to call meetings, preside over general meetings of the Society and meetings of the Board, supervise the work of the task forces and other subcommittees, and shall appoint the task forces and other committees with the approval of the Board.

Section 4. Vice-President. The Vice-President shall have all of the powers and duties of the President in the absence of the President, and shall perform such other duties as the Board shall determine. The Vice-President shall act in an advisory capacity to the President.

Section 5. Secretary. The Secretary shall take the minutes of the meetings of the Society and Board, shall keep the general records of the Society, and shall assist in publishing or transmitting the notices and communications of the Society and Board.

Section 6. Treasurer. The Treasurer shall be responsible for the deposit and safe keeping of any funds received by the Society or its committees, shall be responsible for the payment of the bills or other obligations of the Society, shall be a member of any fundraising committees, shall be responsible for the preparation and filing of any tax returns, or other reports to regulatory agencies, and shall act as temporary President in the absence of the President and Vice-President at meetings of the Society or Board.

Section 7. Communication Director. The Communication Director shall be responsible for all newsletter, website, and email communications to membership. The Communication Director may assume any or all of these duties, or upon Board approval, assign individual tasks to another member, committee, or business contracted to provide such services. In the event duties are assigned or contracted, the Communication Director maintains responsibility to review and approve content.

Section 8. Vacancies. The Board shall appoint the successor of any Board member whose position becomes vacant prior to the end of its term. The term of the successor shall end at the same time as did the term of the person's predecessor. Successor shall be confirmed at the next general meeting.

Article VI: Board of Directors

Section 1. The business affairs of the Society shall be transacted by the President, Vice President, Treasurer, Secretary, Communications Director, and other such officers as may be deemed necessary by the membership or the Board.

Section 2. The Board of Directors shall have the authority to spend up to \$200 over and above usual operating expenses without approval of the general membership.

Section 3. A quorum of the Board of Directors shall consist of a majority of Board members.

Article VII: Committees

Section 1. The Board may create such committees or task forces as may, from time to time, be deemed necessary. Members of the task forces or committees shall be appointed

by the President with the approval of the Board. Each task force or committee shall report to and be responsible to the Board and may not take action on behalf of the Society without the prior approval of the Board.

Section 2. Standing Committees shall be:

- A. Marketing. The Marketing Committee shall conduct all marketing of the Society and recruitment of new members.
- B. Education. The Education Committee shall ...
- C. Communication. The Communication Committee shall ...

Section 3. Ad Hoc Committees shall be formed for a defined purpose and shall be dissolved once the purpose has been accomplished. At the discretion of the Board, an Ad Hoc Committee may change status to a Standing Committee and the bylaws updated and approved at the next annual meeting.

Article VIII: Miscellaneous Procedures

Section 1. Favoritism: No officer or member, while acting on behalf of the society, shall personally accept free or reduced priced goods or services from individuals or businesses selling products to or soliciting the business of the society without the approval of the General Membership. The Board of Directors may accept, on behalf of the society, merchandise to be used as prizes at society meetings or events.

Section 2. Profits: Items may be purchased by the society for resale purposes and may be sold at a reasonable profit. Any such activity must be authorized by the Board of Directors.

Section 3. Debt: the society shall not incur deficit spending.

Section 4: Dissolution: Upon dissolution of the corporation, the Board of Directors, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes or shall at the time qualify as an exempt organization or organizations under Section 501c3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the court of common pleas of the county in which physical office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine while are organized and operated exclusively for such purposes.

Article VIX: Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by an affirmative vote of a majority of those voting at any annual meeting of the Society, provided a quorum is present. In addition written notice of the proposed amendment is

provided to the membership is required at least seven (7) days prior to the annual meeting or at any special meeting provided that same notice is given.