

BYLAWS OF THE BLACK SWAMP BLUES SOCIETY

I. ORGANIZATION

The executive board of this corporation, The Black Swamp Blues Society, have, at a meeting, duly called and assembled by the ratification of the Society's members adopted the following bylaws to govern the affairs of this corporation. The corporation shall be referred to herein as the Society.

II. OBJECTIVES

The objectives of the Society are to educate the general public about the native art form of the blues related music by performance, by enhancing appreciation and understanding, by interpreting and by preserving. The Society will make all events sponsored by it accessible to the general public by being nonprofit and using volunteers. It is expressly intended that the Society will carry out these objectives in such a manner as to qualify as a tax exempt organization under Section 501c3 of the Internal Revenue Code of 1954.

III. MEMBERSHIP

Active members shall have the right to elect Officers and vote on any other matter coming before the membership at the General Membership meeting.

A. Single Membership

1. One year membership

Any person who subscribes to the objectives of the Society shall be eligible for membership and may be admitted for membership upon written application payment of dues. Each individual member is entitled to one vote. Membership is valid for twelve months. If member is not in good standing at time of election (dues not paid at time of election), their vote will not count in election results. These memberships are not transferable.

SPECIAL NOTICE ON MEMBERSHIP RENEWAL. If member does not renew 60 days after the anniversary of the original membership date, they will be deleted from the Society's master list. They will no longer receive communications of Society activities and events.

2. Lifetime Membership

Lifetime membership can be individual or family including children under the age of 18 and shall be made as stated above in paragraph III A 1 but shall be valid for the life of the member and upon death can be transferred to their spouse. This membership shall be entitled to two votes. Minor children under 18 at time of enrollment will be included until age 18, at which time their membership will expire.

B. Family Membership

1. One year membership

Any couple, family, or household group all residing at the same address, including children under the age of 18 at the time of enrollment, shall be eligible for Family Membership. Family Membership shall be entitled to two votes. Membership valid for twelve months after issue date.

C. Supporting Membership

The officers of the Society can grant a membership to persons or corporations that have supported the Society in unique manners (i.e. artists, club owners record labels, charities, etc). These individuals would become Supporting Members based on support, advocacy, and donations that have been given to the Society. These memberships are approved by a majority of the Officers and do not need to be approved by the general membership. Membership is valid for 12 months from date of issue. Renewal of this membership would need an Officer approval or vote.

D. Corporate Membership

Corporations or groups of individuals who wish to support the Society in a monetary fashion are eligible to do so by payment of a pre-determined fee, currently \$100. per year. Membership is valid for twelve months.

E. Band Membership

Bands may become members by each individual member joining. Currently this membership costs \$10.00 per member. Membership is valid for twelve months.

D. Dues

The amount of the Society's dues shall be recommended by the Officers to the membership at a membership meeting. Approval shall require consent of two-thirds (2/3) of the members present and voting.

E. Expelling Members

Any member may be expelled for cause by a vote of 2/3 of the Officers after first giving the member at least 21 days to prepare the challenge the expulsion.

IV. VOTING

A. Voting at meetings

Voting at membership meetings shall be by show of hands.

B. Absentee Voting

Absentee ballots and votes for specific issues will be accepted on the official form provided by the Officers.

C. Election Voting

All elections will use secret ballots.

D. Abstentions

Officers must abstain from voting on matters where a clear conflict of interest exists. If there is a question on whether it is a conflict of interest

it should be discussed by the Officers. If there is no clear resolution

between the Officers then a vote must be taken on whether there is a conflict of interest. If the majority of the Officers vote that there is a conflict of interest then this Officer must abstain from voting on the issue at hand.

E. Conflict of Interest

A conflict of interest will be defined as a member having a personal, financial or vested interest in the outcome of the vote, including but not limited to an Officers employment, spouses' employment or other financial gain. The Officer must leave the room during discussion & voting.

V. MEETINGS

A. The Annual Election Meeting

There will be an annual election meeting each year at a place designated by the President. Notice of the annual meeting shall be mailed to the membership at least 30 days prior to the annual meeting. The major purpose of the annual meeting is to elect new Officers. Members who have joined the Society at least 30 days before the election or have renewed by the day of the election shall have the right to nominate and vote for Officers or vote on any other matter.

B. General Membership Meetings

General membership meetings shall be held at least quarterly on a date and at a place to be determined by the President. Notice of the meetings shall be given by newsletters, mailing or email.

C. Officer Meetings

Officers can select it's stucture for their meetings, but the meetings must be held at least quarterly at a place determined by the President. Members can be invited to these meetings based on the discretion of the President. These members must be in good standing and if invited to attend can voice opinions but not vote on matters of interest to the Society.

D. Special Officers Meeting

Special meetings for a specific purpose may be called by the President, or at the request of any Officer at any time. Notice must be given to each Officer 3-5 days prior to the meeting. If a special meeting is called, it is mandatory that the President attend. If the President cannot attend he/she must notify the Officer requesting the meeting and a date that is more suitable for both must be agreed upon. The specific purpose must be stated in the notice and no other business shall be transacted.

1. Meetings can be held by phone or computer when time constraints and a compelling reason make it necessary.
2. Any business conducted at any special meeting must be reported in the next regular membership meeting.

VII. OFFICERS OF THE SOCIETY

- A. The officers of the Society shall consist of a President, Vice President, Secretary, Treasurer, and Communications Officer. Officers are elected to a one year term for each position. Individuals must be nominated by a good standing member of the Society for election to one of the Officer positions. Individuals can select only one nomination for one position. They may not select multiple nominations for multiple positions. Furthermore, individuals may only run for one position. An Officer may assume the duties of an unfilled office until a suitable replacement is found. The Society will have no term limitations in the number of consecutive terms an officer can serve.**
- B. The President shall be chief Executive Officer of the Society and shall administer the operation of the Society and shall preside at all Society meetings. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall call extra meetings if required, appoint committees not otherwise provided for, and shall perform all other duties normally required by the office.**
- C. The Vice President shall assist the President in the discharge of those duties and preside in the absence of the President. The VP shall also assist the President to fill vacancies in other offices when necessary.**
- D. The Secretary shall record all Officer and Membership meetings, make such reports and perform other duties, such as Society correspondence, as are incidental to the office. They must maintain a membership data base.**
- E. The Treasurer shall keep an accurate account of all financial transactions of the Society, shall receive and disburse all money, and shall pay bills justly accrued by the Society, keep such records, make such reports, and perform other duties as are incidental to the office. They shall be responsible for the filing of all tax returns. The Treasurer's accounts shall be audited once a year by a non-member or firm selected by the President and approved by the other officers.**
- F. The Communications Officer shall be in charge of, but not limited to, the Press releases, Mailings to members and others, media relations, and publicity relating to the Society.**

VIII. STANDING COMMITTEES

- A. The President or officers can appoint a standing committee for any project and/or event. Guidelines for committees are that they shall be specific to these tasks and the committees must have a definite period in which they exist based on the discretion of the President and/or a majority of Officers.**
- B. By-law Revisions - The President can appoint a committee of members in good standing to revise the bylaws or can have the Executive Officers revise them. Bylaws should be reviewed every year and revised if necessary. The new bylaws may be adopted by a 2/3 vote of the Officers**

including the President and ratified by a majority of the membership.

- C. Blues Historian - The Society has an appointed position entitled The Blues Historian. This individual maintains all past Blues events and activities for historical purposes. Appointed by majority of the Officers.

IX. ADMINISTRATIVE AND FISCAL YEAR

The fiscal and administrative year shall begin Jan. 1 and end December 31.

X. QUORUM

- A. Five percent of the current membership shall constitute a quorum at any meeting of the general membership.
- B. A majority of the Officers shall constitute a quorum at an Officers meeting.

XI. RULES OF PROCEDURE

All meetings will be conducted with a formal outline. Issues may be voted on at Society meetings. A majority of those in favor of issues will stand as a vote of support on the particular issue.

XII. OFFICIAL LOGO

The official logo of the Society is the guitar player. Use of this logo is only permitted upon affirmative vote of approval from the Executive Board and due to legal issues shall not be given out for use on any advertising or communication without this affirmation.

XIII. INDEMNIFICATION

The members and Officers of this corporation and their private property, shall not be liable in any manner for corporate debts, obligations, undertakings, or liabilities and members and officers shall be exempted and indemnified against any personal expense, losses, or distribution of the corporate property or funds, or by any reason of any acts of commission or omission on their part in the conduct of the corporate affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgement, nor for errors of wrongdoing of agents, brokers, attorneys, or servants, nor for interest on funds temporarily idle.

The revised By-Laws of 2003 had a section titled Directors of the Society. The Board of Directors consist of 5 officers elected at the election meeting from a slate of active members. At this time the BS Blues Society's membership is low and therefore

this Board is not filled. Therefore, this section of by-laws will remain in the original by-laws in the President and Secretary's archives until the society grows and will then be in need of these by-laws.

These bylaws replace and supersede all previous bylaws. REVISED 6/2010