

MOHAWK VALLEY BLUES SOCIETY BY-LAWS

Article I: Purposes and Goals

The Mohawk Valley Blues Society, hereinafter also referred to as the Society, shall operate as a not for profit corporation organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code, for the following purposes:

- 1) To bring the love of the blues to our region by providing live entertainment to the Mohawk Valley area.
- 2) To offer blues artists another outlet in which to carry on the tradition and art of the blues.
- 3) To increase awareness of and appreciation for the Blues among people from all walks of life.

Article II: Membership and Participation

Section 1) Prospective members must tender written application for membership to the society by completing and returning the Society's standard application form.

Section 2) All members must pay membership fee as structured in the Society's standing rules, and otherwise comply with conditions set forth in this document.

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

A. Lifetime Member: Any person interested in promoting the purposes of the Society may become a lifetime 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.

B. 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.

Section 4) The membership of the society shall not be restricted in number and shall be open to all people who conduct themselves and act in a civil manner and in a manner that comports with the Purposes and Goals as set forth in Article I.

Section 5) Member band entitlement: Member bands that participate in hosting jam sessions at a charity charge will have first priority as the opening act for the headliners and will receive a nominal fee for their performance.

Article III: Meetings and Elections

Section 1) 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, except as otherwise set forth herein. The Chairman shall resolve procedural questions or concerns arising during the course of business. Such determination of procedural matters is fully binding and may be reversed only by a majority of the membership present.

Section 2) An annual meeting of the General Membership shall be held during the month of October. At all meetings of the General Membership, twenty percent (20%) of active members shall constitute a quorum. The Board of Directors may establish a procedure to determine which members are "active members" in order to determine the number necessary to form a quorum, but such determination shall not impair the rights of any lifetime member to exercise the privileges of membership at any time they choose to do so.

Section 3) Special meetings may be called by the Chairman or by order of a majority of the Board of Directors. Every member must be attempted in good faith to be notified no less than seven (7) days before the meeting.

Section 4) If the General Membership has been notified of a meeting and a quorum is not present, business may still be conducted, but shall not be binding until the next meeting, at which time a simple majority (51%) must approve the actions of the previous

meeting regardless of the presence of quorum at the subsequent meeting.

Section 5) Nominations for new officers and board members shall be opened at least 30 days prior to the annual meeting each year and may be submitted until 4 days before the election, which shall be held during the annual meeting. No candidate may run for more than one office at any election. All nominees must provide oral or written consent to the nomination prior to being placed upon the ballot. Alternatively, the Board of Directors may determine that the election may be conducted by e-mail or other reasonable method, provided that reasonable efforts be made to inform members of the election and provide sufficient time to vote. Alternative voting methods will not be utilized if there is significant opposition to such procedure.

Section 6) Only 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 7) Voting during the election of officers shall be by secret ballot.

Section 8) New officers and directors shall be installed at the annual meeting and shall serve for two years. However, in the event of a vacancy occurring between annual meetings, the Board of Directors may appoint a member to fill the vacancy until the next annual meeting.

Section 8a) In order to ensure continued stability and productivity, beginning with the 2018 election year and continuing with the election year of 2019, elections will be conducted as follows:

In 2018, 50% of all board seats will be up for re-election, to be chosen at random. Those elected shall serve for two years, at which time those seats will be up for re-election. The remaining 50% of board seats will retain their seats for one additional year until the election of 2020, at which time those seats will be up for re-election. Those elected at all subsequent elections will serve two years, at which time those seats will be up for re-election. Election of Officers will remain unchanged.

Section 9) 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) Dues for membership shall be determined by the Board of Directors.

Section 2 All members whose membership was initiated by April 1, 2005 shall be considered Founding Members of the Society.

Section 3) The fiscal year of the society shall be the calendar year.

Article V: Officers

Section 1) The elected officers of the society shall be Chairman, Vice Chairman, Treasurer and Secretary.

A. Chairman: The Chairman shall preside over meetings of the General Membership and the Board of Directors. The Chairman shall have the authority to sign all contracts and other instruments which have been approved by the General Membership or Board of Directors. The Chairman shall appoint all chairpersons of standing or ad hoc committees and shall be entitled to serve as a member ex officio of all committees.

B. Vice Chairman: The Vice Chairman shall assist the Chairman at all meetings of the General Membership or Board of Directors and shall act as presiding officer in the absence of the Chairman. The Vice Chairman shall act in an advisory capacity to the Chairman.

C. Treasurer: The Treasurer shall receive and safely keep all funds of the society and shall safely deposit them into the society's bank account. A report of all receipts and disbursements shall be given to the General Membership at each meeting. The Treasurer shall keep financial records of the society in a consistent place for viewing by the membership and shall process any required year-end reports. All checks and withdrawals from the society account shall be cosigned by the Treasurer and the Chairman, or two (2) other duly authorized members of the Board of Directors in the event that either the Chairman or Treasurer is unable to perform such duties. Such authorization must pass the General Membership or the Board of Directors by a simple majority.

D. Secretary: The Secretary shall keep the minutes of all meetings of the General Membership or the Board of Directors. The minutes shall be read, unless dispensed with, and approved and kept available at each meeting. The Secretary shall perform other duties related to the office as designated by the Chairman and approved by the Board of Directors.

Section 2) The Chairman may form any committee for any general or specific task. Other officers may form those committees necessary for the execution of duties of that particular office.

Section 3) The outgoing Past Chairman shall serve on the Board of Directors in an advisory capacity for one year upon leaving office, but shall not have a vote on the Board unless otherwise entitled .

Section 4) Any officer may resign at any time by submitting written notice to the Board of Directors. Any officer may be removed for cause by a simple majority at a special meeting of the General Membership.

Section 5) Bar owners, professional entertainment promoters, and musicians who make over fifty percent (50%) of their income in such capacity shall not be eligible to hold office.

Article VI: Board of Directors

Section 1) The business affairs of the Society shall be transacted by a Board of Directors consisting of the Chairman, Vice Chairman, Treasurer, Secretary and up to 7 Members at-Large.

Section 2) The Board of Directors shall have the authority to expend the Society's funds without prior General Membership approval.

Section 3) The decision of the Board of Directors on any question shall be binding until the next General Membership meeting, at which time a simple majority shall have the option to amend or nullify.

Section 4) A quorum of the Board of Directors shall consist of a majority of its voting members.

Article VII: Personal Liability

Section 1) All persons or corporations extending credit to, contracting with, or having claims against the Society shall look only to the funds and property of the Society for payment of any contract, claim, debt, judgment, damage, personal injury, decree, or cause of action. Neither the individual members of the Society nor the individual members of the Board of Directors, past or present, shall be held personally responsible for any claim against the Society.

Section 2) Neither the Society, nor the Board of Directors, nor its individual members, past present, shall be held liable for the activities of any non-member claiming association with the Society.

Article VIII: Miscellaneous Procedures

Section 1) Favoritism: No officer or member, while acting on behalf of the Society, shall personally accept free or reduced-price 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) Discrimination: The Society, or any officer or member acting on behalf of the Society, shall in no way discriminate on the basis of: race, creed, color, national origin, religion, age, gender, marital status, veteran status, disability or sexual orientation.

Section 4) Debt: The Society shall not incur deficit spending.

Section 5) Dissolution: Upon dissolution of the corporation, the Board of Directors shall, 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 501(c)3 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 appropriate court 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 which are organized and operated exclusively for such purposes.

Article IX: Amendments

Section 1) Amendments to these by-laws shall be submitted in writing and shall be approved by a two-thirds (2/3) majority of the Board of Directors.