

ARTICLE 1

Purpose

- 1.1 The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of **Section 501(c)(3) of the Internal Revenue Code of 1986**, as amended, or any successor statute (the "**Tax Code**").
- 1.2 The purpose of this Corporation is to provide for the **preservation, promotion and enhancement of blues music**, on a nonprofit basis consistent with the provisions set forth in the Corporation's Articles of Incorporation.
- 1.3 Subject to the express limitations and restrictions contained in this **Article 1** and in **Article 2** below, the Corporation may engage in any lawful activity for which corporations may be organized under the Act.

ARTICLE 2

Restrictions

- 2.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes.
- 2.2 No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permissible under **Section 501(h) of the Tax Code**. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- 2.3 The Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under **Section 501(c)(3) of the Tax Code**, or (b) a corporation to which contributions are deductible under **Section 170(c)(2) of the Tax Code**.

ARTICLE 3

Corporate Offices

3. The Corporation shall have such offices as the Board of Directors may designate.

ARTICLE 4

Membership

4.1 The Corporation shall have Members as that term is defined in the Act.

4.2 Except by reason of nonpayment of dues, no Member may be expelled or suspended, and no membership may be terminated or suspended by the Board of Directors except pursuant to a procedure which is fair and reasonable taking into consideration all of the relevant facts and circumstances.

4.2.1 Such procedure shall provide:

- (a) Not less than **fifteen (15) days** prior notice of the expulsion, suspension or termination and the reasons therefore; and
- (b) An opportunity for the Member to be heard by the Board of Directors, orally or in written/email form, not less than **five days** before the effective date of the expulsion, suspension or termination.

4.2.2 Any written notice sent to the member must be sent by first class or certified mail to the last address of the Member shown on the Corporation's records.

4.2.3 Members may only be expelled, suspended or terminated upon a majority vote of the Board of Directors.

4.3 No person shall exercise any rights of membership if that person's membership dues are not paid in full.

ARTICLE 5

Membership Meetings

5.1 Nomination of Candidates. It shall be the duty of the CBA Nominating Committee to nominate candidates for Directors to fill vacancies on the Board of Directors for the ensuing one-year term. The general membership shall be informed that the Committee is seeking suggestions for nominations by notification in BluesNotes, email, and social media. All members of the Corporation are eligible for nomination. Additional nominations may be submitted to the Committee by petition of any five members of the Board of Directors, or any thirty members of the Corporation, up until ten weeks prior to the election.

5.2 voting Process. Whenever the Board, the Nominating Committee, or the Corporation is required by these Bylaws to distribute a ballot, notification, or other document, an instrument or communication to the membership, or notify the membership of any matter or action, such distribution or notification may be through the most current email address listed for a member in the Corporation's membership records, except that such distribution or notification may not be by email (but shall be by US Mail) to any member who has not been notified in person or by US Mail that he or she has the option of receiving communications and notifications by US Mail or to any person who has elected that option.

5.2.1 Ballot Creation. Whenever the Board of Directors shall decide that a question submitted for its decision is of such importance that it should be submitted to a vote of the Corporation, the Board shall: submit to the General Secretary the question, in writing and formatted and worded precisely as it is to be finally presented. The Board of Directors shall then direct the General Secretary to include such question on the regular ballot for comment or direction. Or, if the Board should order such a question to be printed included on the ballot for vote, the Board shall direct the General Secretary to mail distribute the ballot and canvass the vote in the same manner as for the annual election of Directors. A majority vote of all ballots shall decide the question. The Board shall upon the written request of fifty members of the Corporation submit to vote any question they propose.

5.2.2 Communication. Whenever a communication, including a completed ballot, is to be sent or conveyed by a member to the Corporation pursuant to these Bylaws, such communication may be made either by US Mail or at the option of the member by email or other electronic means established and authorized by the Board for such purpose, provided that the Corporation has notified the member (by US Mail or email) of the email address or other means so established for such purpose.

5.2.3 Voting Precautions. In the case of any communication by members to the Corporation, that under these Bylaws constitutes a vote by the membership, the Board shall authorize a means of email or other electronic voting only if the Board is satisfied that such means includes functionality designed to prevent duplicate and unauthorized balloting. Furthermore, in the case of any communication by members to the Corporation, that under these Bylaws is to be by secret ballot, the Board shall authorize a means of email or other electronic voting only if the Board is satisfied that such means affords members either the ability to submit such ballots anonymously or the ability to submit them to a third party designated and deemed trustworthy by the Board, which third party will tabulate the results and report them to a created CBA Board Committee (without disclosing the votes of individual members), who in turn will combine such votes with those received through the US Mail and include them in the report to the President and General Secretary.

5.3 Voter List. The Membership Director shall maintain a Membership List which includes every Member's name, address. Phone number and email. This list shall be subject to inspection by the Board of Directors at any board meeting or any other convenient time

5.3.1 Inspection of the Voting List by Members. Members shall not have access to the membership list except on the express authorization and at the sole discretion of the Board of Directors.

5.4 **Place of meetings.** The Board of Directors may designate any time or place as the place of meeting for any meeting.

ARTICLE 6

Board of Directors

6.1 **Size.** There shall be between **five (5)** elected Officers and **10 (10)** At-Large Directors. The exact number shall be determined from time to time by the Board. No reduction in the size of the Board shall serve to cut short the term of any Director.

6.2 **Composition and Election.** The Board shall consist of **five (5)** officers and such additional non-officer Directors as are determined under **Section 6.1**.

6.2.1 Officers shall be elected as provided in **Section 7.2**.

6.2.2 Non-officer Directors (new At-Large Board Members) shall be elected by the Board at any of the monthly board meetings **except during November, December, and January**. .

6.3 **Authority.** The business and affairs of this Corporation shall be managed exclusively and entirely by the Board of Directors. No Member of the association is authorized to act on behalf of the Corporation without the written approval of the Board of Directors.

6.4 **Meetings.** The Board of Directors shall meet at least monthly to discuss Corporation 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 Corporation may attend the first 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 email or telephone of such special meetings. All Board of Director (BOD) of the Corporation need to attend the monthly board meetings or submit in writing prior to the meeting their need for being absent. BOD are required to not miss more that 2 meetings in a row, unless for emergency circumstances. Missing 2 consecutive meetings without notification will be determined as self-termination unless the BOD member provides, in writing, their desire to remain on the board and a valid rationale for their delinquency. The Officers have the power to waive this dismissal if deemed necessary. Non-compliance can be reason for removal from the Board.

6.5 **Annual Meeting.** The Board of Directors shall meet following the election of officers.

6.6 **Quorum.** A quorum of the Board of Directors shall be necessary to conduct business; a quorum shall consist of at least one-third of the prescribed number of Directors.

6.7 **Voting.** A resolution of the Board of Directors shall be determined by a majority vote of Directors in attendance at the meeting. Written ballots may be requested by any Director.

6.8 **Director Conflict of Interest.** Any Director can be disqualified from voting when a case of potential conflict of interest is determined by a majority of votes cast by the remaining Directors. A potential conflict of interest exists if one or more Directors could experience direct or indirect personal gain or loss due to the outcome of a Board resolution. Directors have an affirmative duty to disclose to the Board of Directors all material facts of any potential conflict of interest. Actions of the Board are not voidable on the grounds of conflict of interest except as provided in the Act.

6.9 **Term, Commencement of Term.** Directors shall serve for a one year term. Officers shall begin serving on **January 1st** after the election. At-Large Directors will begin serving **immediately** after their election or appointment.

6.10 **Removal of Directors.** Per 6.4 removal of any Director can result from lack of compliance with attendance requirements. The decision to remove and replace an elected officer shall be based on lack of performance, lack of participation and other factors as deemed appropriate by the majority of the Board. (For example: behavior deemed inappropriate, unethical and/or detrimental to the Corporation) Prior to removal of any Director, the President will submit in writing a warning to that Director of possible removal, thereby giving them a chance to reform and remain in office. Should it be necessary to remove a Director after the warning period, then this will be done by majority vote of the Board of Directors and communicated to the membership via the monthly newsletter or a member meeting by the President or his/her designee. Upon notice of removal – all Corporation owned materials should be returned to the offices of the Corporation at that time and all access to private corporation information will be terminated.

6.11 **Resignation of Directors.** Any Director may resign at any time by giving written notice to the Board, the President or the General Secretary of the Corporation. The effectiveness of such resignation shall not prejudice the rights, if any, of the Corporation against the Director so resigning. Upon receiving a resignation letter, that resignation will be effective immediately. All Corporation owned materials should be returned to the offices of the Corporation at that time and all access to private corporation information will be terminated.

6.12 **Vacancies.** A vacancy which occurs among the Board of Directors shall be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office. Should a vacancy exist where there is no remaining Director to fill, then the Board will agree to assign a Committee lead and that position will be ruled by Committee until such a time that a replacement can be found.

ARTICLE 7

Officers

7.1 **Enumeration.** There shall be a **President**, a **Vice-President**, a General **Secretary**, a **Membership Director** and a **Treasurer**. No person shall hold more than one office. In the extenuating circumstance that there is a vacancy that cannot be filled, an existing Director can act temporarily until a permanent replacement is found.

7.2 **Election of Officers.** Officers shall be elected by **vote of the general membership** at the beginning of **December** as provided in **Section 5.1**. Officers shall be elected by individual ballot.

7.3 **President.** The President shall supervise and direct the business of the corporation. In addition, the President shall preside at meetings of the Members and of the Board of Directors. The President has the right to make Executive decisions only in situations where the board is deadlocked on a decision. Such decisions will be communicated to the Board via email in a timely manner.

7.4 **Vice President.** In the absence of the President or as occasionally designated by the President or Board of Directors, the Vice President shall perform the duties of the President. The Vice President will act as counsel to the President when Executive decisions are deemed necessary.

7.5 **General Secretary.** The General Secretary shall keep minutes of all meetings of the Membership and Board of Directors, see that all notices are given in accordance with these Bylaws as required by law, and be custodian of the corporate records. The General Secretary shall maintain a list of all generally authorized CBA activities. The General Secretary will distribute the monthly meeting minutes to the Board of Directors within 1 week after the monthly meeting. The minutes will also be stored in a shared location so that backup copies are securely maintained. The General Secretary will also be responsible for creating and distributing the agenda for each monthly meeting at least 24 hours before the date of said meeting.

7.6 **Membership Director.** The Membership Director shall keep the Membership roster current and accurate. This includes sending out membership cards to all new and renewed members, and sending notices to members when membership is about to expire. The Membership Director (or their designee) is encouraged to be at the monthly meetings to enroll new members, provide membership cards and update the roster. This membership roster should be up to date and accurate and include all contact information – address, email, and phone as well as any volunteer interests. The Membership Director will be responsible for managing the member database and providing current membership lists to be used at key member meetings and any other events that will require checking membership status. Since electronic payment is a vehicle that will be used to join the Corporation, the Membership Director will be required to monitor electronic submissions and enroll new members promptly upon application submission. New members and renewing members should receive their authorized Membership cards no later than 1 month after their submission to join or renew. The Membership Director is also responsible for backing up and safely securing all membership data.

7.7 **Treasurer.** The Treasurer shall have charge of, custody of and control of all funds of the corporation, shall give and receive monies payable and due to the Corporation from any sources and deposit such money in the name of the Corporation in such banks as may be selected in accordance with these Bylaws. The Treasurer shall maintain a list of generally authorized monetary expenditures approved by the Board. The Treasurer shall be custodian of all financial records, invoices and receipts of the Corporation. The Treasurer shall provide a financial status report to the Board each month which includes all financial transactions of the Corporation. After each meeting of the membership the Treasurer will count and record monies to be deposited. This report shall also be stored electronically in a shared location

7.8 **Compensation.** **No Officer shall receive financial compensation for his or her services as an Officer of the Corporation.**

ARTICLE 8

Contracts, Checks and Deposits

8.1 **Contracts.** No contract may be made in the name of the Corporation without the approval of the Board of Directors. Such approval may be granted in general or confined to specific instances.

8.2 **Loans.** No loan may be made on behalf of the Corporation unless authorized by the Board of Directors in writing.

8.3 **Disbursements.** The Board of Directors shall approve the writing of all checks, or payment of money by the Corporation. Such approval may be granted in general or confined to specific instances.

8.4 **Banking.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or trust companies or other depositories as the Board of Directors may select. Only Officers of the Corporation will have approved access to banking. After the annual elections the current Officers are required to meet with the financial institution to update current Officer status and access. This meeting will require a signed copy of the monthly minutes which indicate current Officer election results.

ARTICLE 9

Limitation of Liability, Indemnification

9.1 **Liability:**

9.1.1 No Director or uncompensated officer of the Corporation shall be personally liable to the Corporation or its Members for monetary damages for conduct as a Director or uncompensated officer; provided that this Article shall not eliminate liability which may not be eliminated under the Act.

9.1.2 No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a Director or uncompensated officer for any act or omission which occurs prior to the effective date of such amendment.

9.1.3 The provisions of this Article are intended to be in addition to and not in limitation of any other provisions of the Bylaws or any agreement of the Corporation or any law that eliminates or limits the liability of Directors, officers and others acting on behalf of the Corporation.

9.2 **Indemnification.** A Director, Officer, employee, Member or agent of the Corporation shall be indemnified against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any civil action, suit or proceeding in which he or she may be named as a party, and which is in connection with his or her duties as a Director, Officer, Employee, Member or Agent of this Corporation if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

ARTICLE 10

Amendments to Bylaws

10.1 **How Proposed.** Amendments to these Bylaws shall be proposed by either a majority of the Board or by Members having **one-third** of the votes entitled to be cast for such amendment. The

proposed amendment must be reduced to writing and shall be included in the notification and ballot creation outlined in Sections 5.2, 5.2.1, 5.2.2, 5.2.3.

10.2 **Adoption.** The proposed amendment may be adopted by the membership. following the procedures outlined in Sections 5.2, 5.2.1, 5.2.2, 5.2.3.

10.3 However, those provisions of these Bylaws which are governed by the Articles of Incorporation of this Corporation or by the Act may not be amended except as provided in the Articles or in the Act. Amendments of these Bylaws shall be agreed upon by a majority of the Board of Directors and adopted.

ARTICLE 11

Other Business Items

11.1 **Committees.** The activities of the Corporation shall be carried out by committees. The structure and configuration of the committees shall be determined by the Board of Directors. Each committee will operate under the guidance of a committee chairperson within parameters defined by its charter, a written statement of its goals and operations. All committee chairpersons will be assigned by the Board of Directors. No committee shall engage in any activity beyond the scope of its charter without the approval of the Board. Committees shall regularly report to the Board of Directors as prescribed by the Board. The Board of Directors shall provide guidance and assistance to the committee chairpersons.

11.2 **Fiscal Year.** The fiscal year of the Corporation shall begin on **January 1** and end on **December 31** of each year.

11.3 **Corporate Seal.** The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the name of the State of Oregon, and the words "Corporate Seal."

11.4 **Notice and Waiver of Notice:**

11.4.1 **Notice.** All notices to the Corporation or to the Board shall be sent care of the President, to the principal office of the Corporation or to such other address as the Board may hereafter designate from time to time. All Member notices shall be sent to the last email or mailing address designated by the Member.

11.4.2 **Waiver.** Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of these Bylaws, the Articles of Incorporation, or by 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.