

New River Blues Society

By-Laws

Article 1

Purpose

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 Corporation.
- 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 distribution 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 written 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 writing, not less than five days before the effective date of the expulsion, suspension, or termination.

4.2.2 Any written notice given by email must be sent 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 Annual Meeting. The annual meeting of the membership shall be held during the monthly meeting in December for the purpose of electing officers, and for the transaction of other business. If the election of officers cannot be; or is not to be held on the date designated for the annual meeting, the Board of Directors shall cause the elections to be held at a special meeting of the Members as soon thereafter as is convenient.

5.2 Special meetings. Special meetings of the Members for any purpose may be called by the President or by the Board of Directors. Notice of special meetings shall be delivered by email not less than seven (7) nor more than thirty days before the date of the meeting to each Member, and shall be deemed delivered three (3) days after sending the email.

5.3 Place of meetings. The Board of Directors may designate any time or place as the place of meeting for any meeting. The president may request that any meeting take place via video conferencing.

5.4 Voting lists. The membership secretary shall maintain a Membership List which includes every Member's name and email address. This list shall be subject to inspection by the Board of Directors at any board meeting or any other convenient time.

5.5 Inspection of the Voting List by Members. Pursuant to the Act, Members shall not have access to the membership list except on the express authorization and at the sole discretion of the Board of Directors. The Corporation shall provide means for a Member to email communications regarding voting at membership meetings to the other Members through the Corporation at the expense of the Member making the request.

5.6 Quorum. A majority of the Members, if present at any meeting shall constitute a quorum for the transaction of the business.

5.7 Voting. For the annual election of officers, a list of candidates will be furnished to the membership via email at least two weeks before the annual meeting. Copies of the candidate list will be available upon request at the annual meeting. Voting will take place by a show of hands at the annual meeting.

5.8 Nomination of candidates. A nominating committee shall be appointed by the Board of Directors, which shall prepare a slate of candidates for offices. The slate of candidates for offices shall be mailed to the membership prior to the meeting designated for election. Only Members of Corporation shall qualify for nomination of officers. Members may write in their own candidates for any office on the ballot.

Article 6

Board of Directors

6.1 Size. There shall be between five (5) and seventeen (17) Directors, including officers. 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 may be nominated by any Board member at any general meeting as shall be elected by a majority of members present and voting. Non-officer Directors in newly created positions shall serve the remainder of the calendar year and stand for re-election at the annual membership meeting in December. The total number of non-officer Directors shall not exceed 12 pursuant to Section 6.1.

6.2.3 Honorary Board member. There shall be a category of Board member known as Honorary Board member who is nominated and elected by the Board of Directors.

Honorary Board members shall serve three (3) year renewable terms for as long as they maintain an interest in the activities of NRBS and may end their term at any time.

Honorary Board member candidates will have served the board with distinction and are considered deserving of Honorary status.

An Honorary Board member shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by NRBS.

An Honorary Board member shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

In order to be considered for designation as a Honorary Board member a person must be a current or former member of the NRBS Board of Directors who:

- 1) Has served the NRBS with distinction,
- 2) Held an important leadership role and made, or continues to make, significant contributions,
- 3) Engaged in volunteer or advocacy activities in his or her service on the board,
- 4) Completed the term(s) for which he or she was appointed, or
- 5) Participated in one (1) or more NRBS activities (e.g., events, volunteerism, fund-raising, community relations, networking, etc.)

Election: Annually, with the recommendation of any NRBS board member, the board will consider potential candidates and may nominate one (1) or more individuals for an Honorary

Board position. The nominating board member will present the nomination(s) along with supporting statements to the NRBS Board of Directors for its consideration. A simple majority vote of directors present at a meeting at which a quorum is present is sufficient to approve an appointment.

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

6.4 Meetings. The Board of Directors shall meet when necessary to discuss Corporation business, and changes to the Bylaws. Any Member of the Corporation may attend Board meetings 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.

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. Written ballots may be requested by any Director.

6.7.1 A resolution of the Board of the Directors may also be determined by a majority vote of Directors via email correspondence. A written record of all email

votes will be submitted to the secretary at the next meeting and kept as a permanent record in the meeting minutes.

6.8 Director Conflict of Interest. Any Director can be disqualified from voting when a case of 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 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. At any regular or special membership meeting, one or more of the Directors may be removed by a majority vote of the Members present, and a successor may be elected to fill the vacancy created. A Director whose removal is proposed shall be given an opportunity to speak to the membership prior to the vote for his or her removal.

6.11 Resignation of Directors. Any Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. The effectiveness of such resignation shall not prejudice the rights, if any, of the Corporation against the Director so resigning.

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.

Article 7

Officers

7.1 Enumeration. There shall be a President, a Vice-President, A Secretary, a Membership Secretary, and a Treasurer. No person shall hold more than one office.

7.2 Election of Officers. For the sole purpose of elections, Officers shall be elected by vote of the general membership present at the annual membership meeting held in December as provided in Section 5.1. Officers will be elected by a show of hands.

7.3 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.

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.

7.5 Secretary. The 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 Secretary shall maintain a list of generally authorized NRBS activities.

7.6 Membership Secretary. The Membership Secretary shall keep the membership roster current and accurate.

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 transaction of the Corporation.

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 confirmed to specific instances. Dispersal of petty cash shall adhere to guidelines established by the Board.

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.

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 attorney's fees), judgements, 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 notice of any meeting at which action is to be taken thereon.

10.2 Adoption. The proposed amendment may be adopted by the membership at a regular or special meeting of the Members called for that purpose. 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.

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 Virginia, 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 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.

11.5 Dissolution. Upon the Dissolution of this Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The preferred distribution would be to another 501(c)(3) organization promoting the Blues.