

Bylaws
Of
The Blues Society of
Western Pennsylvania

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BYLAWS OF THE BLUES SOCIETY OF WESTERN PENNSYLVANIA

Pursuant to the provisions of the Pennsylvania Nonprofit Corporation Law of 1988 (the "Act"), the Members adopt the following Bylaws:

ARTICLE 1

Purpose

1.1 The purpose of this Corporation is to provide for the preservation, promotion, appreciation and enhancement of Blues music, on a nonprofit basis consistent with the provisions set forth in the Corporation's Articles of Incorporation.

1.2 The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute (the "Tax Code").

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 §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 §501(c)(3) of the Tax Code, or (b) a corporation to which contributions are deductible under §170(c)(2) of the Tax Code.

ARTICLE 3

Corporate Offices

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

ARTICLE 4

Membership

4.1 The Corporation shall offer membership to the general public on an annual basis and for an annual fee or dues in an amount to be designated by the Board of Directors. Such members shall be entitled to vote at the annual meeting to be held in December as provided in §5.1, and at any regular or special membership meeting at which action on any proposed Amendment or Amendments to these Bylaws will be taken.

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 (5) days** before the effective date of the expulsion, suspension or termination.

4.2.2 Any written notice given by mail must be given by first class or certified mail 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 on the **first Thursday of 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 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 first

class mail not less than **seven (7)** nor more than **thirty (30) days** before the date of the meeting to each Member, and shall be deemed delivered **three (3) days** after deposit in the U.S. mail.

5.3 **Monthly Meetings:** Monthly meetings shall be held on the **first Thursday of each month**, at the place and time designated, and Corporate business shall be transacted at each such monthly meeting as needs require, just as in the case of special meetings described above.

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

5.5 **Voting Lists:** The Membership Secretary shall maintain a Membership List, which includes every Member's name and address. This list shall be subject to inspection by the Board of Directors at any Board meeting or any other convenient time.

5.6 **Voting:** For the annual election of Officers, written ballots will be distributed, one for each Member present at the meeting held for purposes of election. Ballots will be given only to Members whose membership status is in good standing.

5.7 **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 the 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 **fifteen (15)** 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 **Compensation and Election:** The Board shall consist of **five (5)** Officers and such additional non-Officer Directors as are determined under **§6.1**. The initial Directors, as designated in the Corporation's Articles of Incorporation, who are also initial Officers, as designated in **§7.8** of these Bylaws, shall serve through December 31, 2005. Any initial non-Officer Directors, as designated in the Corporation's Articles of Incorporation, shall serve through July 2005.

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

6.2.2 Commencing in July 2005, non-Officer Directors shall be elected by the Board at the first scheduled Board meeting in **July**.

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 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 mail 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 Directors in office.

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 by 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.** At any regular or special meeting of the Board of Directors, one or more of the Directors may be removed by a majority vote of Directors in office on the date of such meeting, and a successor may be elected by the Board of Directors. A Director whose removal is proposed shall be given an opportunity to address the Board of Directors 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:** The initial Officers, as designated hereunder in §7.8, shall serve through December 31, 2005. Thereafter, Officers shall be elected by **vote of the general membership** at the annual membership meeting held in **December** as provided in §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.

7.4 **Vice-President:** In the absence of the President, or as occasionally designated by the President of the Board of Directors, the Vice-President shall perform the duties of the President.

7.3 **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 all generally authorized Blues Society of Western Pennsylvania 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 transactions of the Corporation.

7.8 **Initial Officers:** The initial Officers of the Corporation shall be as follows:

7.8.1 President, Terrence M. O'Brien

7.8.2 Vice-President, George H. Geist

7.8.3 Secretary, Val Scott

7.8.4 Membership Secretary, Mark Scott

7.8.5 Treasurer, Pamela S. Geist

7.9 **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 or entered into 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. 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 **Limitation of Director's Liability:** No Director, or uncompensated Officer, of the corporation shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless:

(a) The Director has breached or failed to perform the duties of his or her office under §8363 of the Pennsylvania Directors' Liability Act (42) Pa.C.S. §8363) or under §3512 of the Associations Code (15 Pa.C.S. §512) or any amendment, supplement, or re-enactment thereof (relating to standard of care and justifiable reliance); and,

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to Local, State, or Federal Law.

9.2 **Indemnification of Directors and Officers.** Each person who is or was a Director or Officer of the Corporation (including the heirs, executors, administrators of the estate of such person) shall be indemnified and held harmless by the Corporation for all actions taken by

him/her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by such Director or Officer in any such person's capacity as Director or Officer, or arising out of such person's status as Director or Officer. No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted misconduct or recklessness.

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 that 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 Pennsylvania, 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 herein designate from time to time. All Member notices shall be sent to the last 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.

