

Bylaws of The  
WASHINGTON BLUES SOCIETY  
(A Nonprofit Corporation)

ARTICLE I  
MEMBERSHIP and DUES

Section 1. MEMBERSHIP.

There shall be two classes of members in the corporation: Full Members and Associate Members. Full membership in the corporation shall be open to any person regardless of age, sex, race, religion, national origin or ethnic background, upon payment of dues. Associate (non-voting) membership shall be open to organizations and entities which have an interest in blues music, and who are approved by the Board (or other committee designated by the Board for this purpose), and upon payment of dues (if any) determined as set forth in Section 2 of this Article I.

Section 2. ANNUAL DUES.

The annual dues to be paid by full members shall be determined by the Board of Directors annually, provided, however, that the membership may overrule the Board's decision with respect to dues at any lawful membership meeting. If the decision of the Board of Directors is overruled by the members, the decision of the members shall not be subject to modification by the Board for that fiscal year. Subject to the right of the members to overrule the Board, as provided for above, the Board shall have authority to establish and modify the amount of dues from time to time, to determine the manner in which dues are to be paid, to determine whether and in what manner dues are to be prorated for an entity wishing to join the corporation during each fiscal year, to determine a separate dues structure for Associate Members, or to determine that no dues shall be payable by Associate Members, and to make all other decisions and arrangements with respect to dues as shall be necessary or convenient from time to time.

Section 3. AUTHORITY OF MEMBERS.

Except as is expressly provided herein, the decision making authority of the corporation is lodged in the Board of Directors, although the advice, opinions and preferences of the membership shall be sought and followed by the Board to the maximum extent practicable.

## ARTICLE II

### MEETINGS OF MEMBERS

#### Section 1. PLACE OF MEETING.

Members' meetings shall be held at such place and time as may be designated in the notice of meeting.

#### Section 2. REGULAR MEETINGS.

The Board of Directors shall call regular meetings of the members on a monthly basis or as the Board deems necessary at times and places set forth in notices of each such meeting.

#### Section 3. ANNUAL MEETING.

The annual meeting of the members of the corporation shall be held on a date chosen by the Board of Directors, at the registered office of the corporation, or at such other place as is designated by the Board of Directors. At such annual meeting the full members shall elect, by secret ballot, the Board of Directors for the ensuing year, and the members shall transact such other business as shall come before them. The date and place of the annual meeting shall be subject to change by the Board of Directors if they deem such a change to be in the best interests of the corporation. In the event of such change, the date, the time and the location of such meeting shall be set forth in the notice of the meeting.

#### Section 4. SPECIAL MEETING.

Special meetings of the members may be called at any time the President, a majority of the Directors, or by members having one tenth of the votes entitled to be cast at such a meeting.

#### Section 5. NOTICE OF MEETINGS.

Notice of meetings shall be distributed to the membership and general public through the general release of the date, time and place to the local print and/or broadcast media in a manner to be specified by the Board. Such notice shall be released to the print or broadcast media at least ten days prior to the meeting. Alternatively, notice of meetings may be provided through general distribution of a newsletter by the corporation. Notice of any special meeting shall state the object of such meeting. No business shall be transacted at a special meeting that is not stated in the notice, unless consented to by a majority of those present at the meeting or voting by proxy. Voting by proxy shall be allowed, provided such authorization is in writing and the existence of such authorization is made known prior to the vote.

#### Section 6. WAIVER OF NOTICE.

Any meeting of members at which a quorum is present shall be valid in all respects regardless of any defect in the notice given thereof, if all members entitled to vote are present in

person or are by proxy, or if such members sign a written waiver of notice of such meeting, which waiver may be signed either before or after such meeting. All such waivers shall be filed in the minute book of the corporation by the secretary.

#### Section 7. CONSENT TO ACTION.

Any action which may be taken at a meeting of members may be taken without a meeting (or at a meeting defective for any reason) if a consent, in writing setting forth the action so taken, is signed by all members entitled to vote with respect to such action.

#### Section 8. QUORUM.

A quorum of members shall only be required when the members seek to over-ride a decision of the Board of Directors. A vote of two thirds of the regular membership shall be required to over-ride a decision of the Board of Directors. Two thirds of the Board of Directors are required for a meeting of the Board of Directors.

#### Section 9. VOTING RIGHTS.

In any matter put to the vote at any meeting of the members, each regular member, current in his or her annual dues shall be entitled to one vote.

#### Section 10. PROXIES.

All proxies shall be in writing signed by the member granting the proxy and filed with the secretary of the corporation.

#### Section 11. RULES OF PROCEDURE.

Robert's Rules of Order – Revised, shall govern at all meetings except to the extent that such rules are inconsistent with specific provisions of the Bylaws or the Articles of Incorporation.

### ARTICLE III

### DIRECTORS

#### Section 1. BOARD OF DIRECTORS.

A board of five directors shall be elected each year by the voting members at their annual meeting, to exercise the powers, conduct the business, control the property and manage the affairs of the corporation. During the corporation's first year, until the first annual meeting held to elect the first board of directors, the Interim Board shall be as follows:

1. Mary Hoffman
2. David K. Hiscock

3. Terry Furlong
4. Adam Evans
5. Catherine Cooper

#### Section 2. TERM OF OFFICE.

The term of office of each director shall be one year, but directors shall serve until their successors are elected and qualified. Directors may be removed by majority vote of the members at any special meeting called for that purpose. Elections shall be by secret ballot.

#### Section 3. QUALIFICATION.

Any person of lawful age whether or not affiliated with a member of the corporation, may serve as a director.

#### Section 4. VACANCIES.

Vacancies in the Board of Directors by reason of death, resignation or other causes, shall be filled by appointment by a majority of the remaining directors, and such appointee shall hold office until his or her successor is elected at the next annual meeting of the members or any prior meeting called for that purpose.

If one or more directors shall be removed by the members, the members shall elect a successor or successors at the same members' meeting and the successor or successors shall serve until the next annual meeting of members.

#### Section 5. REGULAR MEETINGS.

Regular meetings of the Board of Directors shall be held immediately before regular meetings of members, or at such time and place as the Board of Directors shall direct. Regular members may attend meetings of the Board or Directors.

#### Section 6. ANNUAL MEETING.

An annual meeting of the Board of Directors shall be held immediately before the annual meeting of members, or at such other time and place as the Board of Directors shall direct. At such meeting the directors shall elect their officers for the ensuing year and transact such other business as may properly come before them.

#### Section 7. SPECIAL MEETING.

Unless directors waive notice of or consent to a meeting, a notice stating the time and place of any annual or special meeting of directors shall be mailed, postage prepaid, to each director of record at his or her address as the same appears on the books of the corporation, or, if no address appears, at his last known place of residence, at least three days and not more than twenty days prior to the meeting. A notice of any special meeting shall also state the object of

such special meeting. No business shall be transacted at a special meeting except as stated in such notice, unless consented to by all voting directors.

Section 8. WAIVER OF NOTICE.

If all of the directors shall be present at any director's meeting regardless of the method of call or notice, or if a majority of the directors is present and those absent sign a written waiver of notice of such meeting, any business may be transacted at such meeting, and the transactions at such meetings shall be valid. Such waiver may be signed prior to or after the holding such meeting and shall be filed in the minute book of the corporation by the secretary.

Section 9. CONSENT TO ACTION.

Any action which may be taken at a meeting of directors may be taken without a meeting (or at a meeting which is defective for any reason) if a consent, in writing, setting forth the action taken, is signed by all directors entitled to vote thereon.

Section 10. QUORUM.

A three fifths majority of the directors shall constitute a quorum.

Section 11. POWERS AND DUTIES.

The directors shall exercise the general management and control of the affairs of the corporation and shall exercise all powers that may be exercised or performed by the corporation under the laws of the State of Washington, the Articles of Incorporation and the Bylaws.

ARTICLE IV

OFFICERS

Section 1. OFFICERS.

The officers of this corporation shall be a president, vice-president, secretary, treasurer and editor.

Section 2. TERMS OF OFFICE.

The officers shall be elected by the membership at its annual meeting and shall hold office for a one year term, or until their successors are elected. Election shall be by secret ballot. For the corporation's first year, the following individuals will serve in the offices set forth opposite their names until the first annual membership meeting:

President	Mary Hoffman
Vice-President	David K. Hiscock
Secretary	Adam Evans

Treasurer  
Editor

Terry Furlong  
Catherine Cooper

### Section 3. QUALIFICATION.

The officers shall be selected from among the directors of the corporation.

### Section 4. DUTIES OF THE PRESIDENT.

The president shall preside over all meetings of the members and directors, shall be the general manager of corporate affairs, and shall sign as president on all contracts and other written instruments which the corporation shall be authorized to make. The president shall co-sign checks for the corporation with the treasurer. The president shall generally discharge such other duties as may be required of him or her by the laws of the State of Washington, the United States of America, and these Bylaws.

### Section 5. DUTIES OF THE VICE-PRESIDENT.

The vice-president shall assume and perform all duties of the president in the absence or disability of the president to act, and such other duties as are assigned to him or her by the Board of Directors.

### Section 6. DUTIES OF THE SECRETARY.

The secretary shall perform the ordinary duties of that office, keeping the minutes of all meetings and all records and papers of the corporation. He or she shall mail all notices required by law and by the Bylaws of the corporation. In case of the secretary's absence, inability, refusal, or neglect to do so, such notices may be sent by the president or any other person designated by the president.

### Section 7. DUTIES OF THE TREASURER.

The treasurer shall be responsible for all monies and financial assets of the corporation. The treasurer shall, as authorized or ratified by the directors, receive and disburse all monies, maintain necessary bank accounts, make regular financial reports, and conduct such other financial affairs as shall be necessary or convenient. The treasurer shall co-sign all checks with the president. He treasurer may, with the consent or ratification of the directors, delegate some or all of these functions.

### Section 8. DUTIES OF THE EDITOR.

The editor shall oversee operations of any newsletter the corporation may publish from time to time as the board shall direct and act as a liaison with the news media to inform members and the general public of the educational activities and other cultural events scheduled by the corporation. The editor may, with the consent or ratification of the directors delegate some of these functions.

Section 9. VACANCY.

In case of a vacancy occurring in any one of the offices of the corporation, such vacancy may be filled by the board of directors at its discretion. The replacement officer shall hold office until his or her successor is elected at the next annual meeting of the members, or at any prior meeting duly called for that purpose.

Section 10. REMOVAL.

Any officer or agent of the corporation may be removed by a majority vote of the board of directors whenever in its judgment the best interest of the corporation will be served thereby. Such vote shall be by secret ballot. Officers may also be removed by the members, provided that the notice of membership meeting discloses that removal of an officer is to be voted upon. If one or more officers shall be removed by the members, the members shall elect a successor or successors at the same members' meeting and the successors shall serve until the next annual meeting of members.

ARTICLE V

COMMITTEES

The president, subject to the approval or ratification of the directors, shall appoint such committees from time to time as the directors, by consensus shall deem necessary or convenient. Such committees shall be created on an ad hoc basis, rather than keeping standing committees. Such committees may include, but are not limited to, the following:

- Membership
- Fundraising
- Seminars
- Workshops
- Social Functions

ARTICLE VI

AMENDMENTS

The Bylaws of this corporation may be supplemented or amended by a majority vote of the members present at any lawful member's meeting, provided that notice setting forth the proposed change is given along with notice of the meeting.

ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, by resolution of the members of this corporation.

\_\_\_\_\_  
Adam Evans, Secretary

## DECLARATION OF AUTHENTICITY

The undersigned does hereby declare that he or she is an officer of the corporation authorized to sign for the corporation, and that this copy of the Bylaws is a complete and accurate copy of the original document.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

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## ARTICLE VII

### ADDENDUM TO THE BYLAWS OF THE

### WASHINGTON BLUES SOCIETY

(A Nonprofit Corporation)

#### Section 1. NEW BOARD MEMBER POSITIONS.

Due to the growth in membership and increased scope of cultural and entertainment functions if the Corporation the Board of Directors have deemed it necessary to add the following Board Member positions to the Bylaws of the Corporation. These positions have been created to better fulfill the requirements of and to better reflect the opinions of our increased and widespread membership. These Board Members shall be empowered to vote in all decisions of the Directors. The positions shall be Membership Secretary, Musician's Representative and Volunteer Coordinator.

#### Section 2. TERMS OF OFFICE.

These Board Members shall be appointed by the Directors and subject to approval of the membership at the annual meeting as heretofore stated in the Bylaws. The term of office for these Board Members shall be one year, and are subject to the terms of office and qualification as outlined in the Bylaws.

#### Section 3. DUTIES OF THE MEMBERSHIP SECRETARY:

The Membership Secretary shall function as a voting Board Member. He or she shall mail all Membership cards and letters of welcome to new and renewing members. He or she shall mail reminder notices to expiring members prior to their expiration date. He or she shall act in cooperation with the Secretary to update the membership database. The Membership Secretary with the consent of the Directors may delegate some of these duties.



Section 4. DUTIES OF THE MUSICIAN’S REPRESENTATIVE:

The Musician’s Representative shall function as a voting Board Member. The Musician’s Representative shall act as an impartial and equitable liaison between the Corporation and regional musicians. He or she shall enlist entertainment for the Corporation’s monthly membership meetings and shall engage the venues for the monthly meetings. He or she shall operate in cooperation with the Directors to enlist entertainment for the Corporation’s sanctioned cultural and entertainment events. All decisions of the Musician’s Representative are subject to modification and must be approved by the Directors. The Musician’s Representative with the consent of the Directors may delegate some of these duties.

Section 5. DUTIES OF THE VOLUNTEER COORDINATOR:

The Volunteer Coordinator shall function as a voting Board Member. He or she shall be responsible for the selection of volunteer supervisors to operate the Corporation’s information and merchandise booth and to select and organize all volunteers to work under these supervisors. He or she shall select and organize all volunteers for all of the Corporation’s functions and events. The Volunteer Coordinator with the consent of the Directors may delegate some of these duties.

The Directors in accordance with the guidelines set forth in the Bylaws hereby approve this addendum to the Bylaws of the Washington Blues Society.

ADOPTED this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, by resolution of the Board of Directors of this corporation.

\_\_\_\_\_  
Carol Sawyer, Secretary

ARTICLE VIII

ADDENDUM TO THE BYLAWS OF THE

WASHINGTON BLUES SOCIETY

(A Nonprofit Corporation)

Section 1. REMOVAL OF MEMBERS

Any member of the corporation may be removed by a two-thirds majority vote of the board of directors whenever in its judgment the best interests of the corporation will be served thereby. Such vote shall be by secret ballot. Members may also be removed by the the members, provided that the notice of membership meeting discloses that a removal of a member

is to be voted upon. At any such membership meeting, such vote shall be by secret ballot, and shall require a two-thirds majority of the members present at such meeting. This language on removal of members reflects the language in Article IV section 10 on removal of officers. (Removal of Members Amendment Added February 12, 2008 after vote conducted at regularly scheduled Washington Blues Society meeting).

The Directors in accordance with the guidelines set forth in the Bylaws hereby approve this addendum to the Bylaws of the Washington Blues Society.

ADOPTED this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, by resolution of the Board of Directors of this corporation.

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Carolyn Kennedy, Secretary