

Central Iowa Blues Society, Inc.

Bylaws

Article I: Purposes and Goals

The general purpose of the Central Iowa Blues Society, hereinafter also referred to as the society, and incorporated as a non-profit corporation organized exclusively for charitable, educational, religious or scientific purposes within a meaning of Section 501(c)3 of the Internal Revenue Code, shall be:

- 1) To preserve, cultivate and support the blues in Central Iowa on all levels and in multiple venues,
- 2) To provide a newsletter of current blues news and events for members,
- 3) To increase awareness of and appreciation for the blues through society sanctioned educational efforts, and
- 4) To provide a network of association for area blues lovers.

Article II: Membership and Participation

Section 1 – Prospective members must tender written application for membership to the society by either completing and returning the society's standard application form or otherwise providing all information requested thereon.

Section 2 – All members must pay annual dues 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 – Active Member: Any person interested in promoting the purposes of the society may become an active 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.

- (1) Single membership is provided for individuals. Children under 18 years of age and residing at home shall enjoy membership privileges and discounts to the extent that these are offered, but shall not be eligible to vote on society matters.
- (2) Family membership is provided for spouses or domestic partners, who shall be entitled to one vote each. Children under 18 years of age and residing at home shall enjoy membership privileges and discounts to the extent that these are offered, but shall not be eligible to vote on society matters.
- (3) Contributing Friendship is provided for any Single or Family member who contributes \$100 or more, and shall be recognized as such during the membership year in which the contribution was received. A Contributing Friend shall be entitled to all society privileges, including the right to vote and eligibility to hold office.

B – Other Memberships:

- (1) Honorary membership: Any person having gained eminence on behalf of the blues, or any person duly deemed worthy of commensurate society esteem may be elected as an Honorary member by a unanimous vote of the Board of Directors, or by nomination and approval by a

majority of the membership present at a general membership meeting. Honorary members shall be exempt from the payment of society dues. An Honorary member shall have the right to vote and eligibility to hold office, unless otherwise prohibited within this document. Inductees to the Iowa Blues Hall of Fame shall be considered Honorary members of the society.

(2) Corporate Sponsorship: 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.

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 Parliamentarian 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 the Presiding Officer with due cause or a majority of the membership present.

Section 2 – At all regularly scheduled meetings of the General Membership, according to the standing rules, there shall be no quorum requirement.

Section 3 – Special meetings require a quorum of fifteen (15) active members in attendance, and every member must be attempted in good faith to be notified no less than seven (7) days before the meeting. Special meetings may be called by the President or by order of a majority of the membership at a general meeting.

Section 4 – Nominations for new officers shall be opened during the June General Membership meeting in each even numbered year, and shall remain open until the election, which shall be held during the July General Membership meeting. All nominees must provide oral or written consent to the nomination prior to being placed on the ballot.

Section 5 – Only Active 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 6 – Voting during the election of officers shall be by secret ballot, unless unopposed, and shall be tallied by a teller committee of three members not on the ballot. The membership shall cast ballots first for the office of President, then Administrator, then Membership Coordinator, then all Directors on a single ballot.

Section 7 – New officers shall be installed immediately after the election is finalized. The new Board of Directors shall meet before the next General Membership meeting.

Section 8 – No member shall hold more than one elected office at the same time. All elected officers shall serve without compensation.

Article IV: Dues and Fiscal Year

Section 1 – Annual dues for membership shall be determined by the General Membership. Annual dues shall be payable during the anniversary month of original membership and shall be considered delinquent if not paid by the first day of the succeeding month. All membership privileges shall lapse thirty (30) days after becoming delinquent. Members who allow their membership to lapse shall be treated as new applicants, if applying for membership at a later date.

Section 2 – All members whose membership was initiated prior to February 1, 1993 shall be considered Founding members of the society. Founding members who allow their membership to lapse shall forfeit Founding member status, unless said member has maintained membership in good standing for five (5) consecutive years.

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

Article V: Board of Directors

Section 1 – The day-to-day business affairs of the society shall be transacted by a Board of Directors consisting of the: President, Administrator, Membership Coordinator and 4 Directors, one of whom shall serve as President Pro-Tempore. The Board of Directors shall oversee the operations of all standing committees of the society. The Board of Directors shall meet monthly at a time and location determined by the President. The immediate Past President (if applicable) and standing committee chairs shall participate on the Board as advisors, but without a vote, unless otherwise entitled.

Section 2 – The Board of Directors shall be granted the authority to spend the society's money strictly under the following conditions:

A – Unlimited authority for the purposes of the administration of the society, including but not limited to: printing, postage, office supplies, newsletter and website expenses, post office box and storage unit rental, music licensing, marketing expenses, etc.

B – Discretionary spending of up to \$1,500.00 for any individual purpose or program approved by the Board of Directors, including as extension to any budget authorized by the general membership.

C – Any event or program with total expenses or liability to the society of more than \$1,500.00 must be budgeted and approved by the general membership. Subsequent occurrences of a particular program shall be authorized at previously approved levels.

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 VI: Officers

Section 1 – The membership-elected officers of the society shall be: President, Administrator, Membership Coordinator and Director. The term of office shall be two years. The duties of each office shall be as follows:

President: The President shall be the chief executive officer of the society and shall preside over meetings of the General Membership and the Board of Directors. The President shall have the authority to sign all contracts and other instruments of writing which have been approved by the General Membership or Board of Directors and shall be an authorized signer on all society accounts. The President shall appoint all chairpersons of standing or ad hoc committees and shall be entitled to serve as a member ex officio of all committees.

Administrator: The Administrator shall be the chief operating officer of the society. The Administrator shall have the authority to sign all contracts and other instruments of writing which have been approved by the General Membership or Board of Directors and shall be an authorized signer on all society accounts. The Administrator shall receive and safely keep all funds of the society and shall safely deposit them into the society's bank account. All withdrawals shall be approved by the Board of Directors. A report of all receipts and disbursements shall be given to the General Membership at each meeting. The Administrator 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 drawn on the society account shall be co-signed two authorized signers. The Administrator shall keep the minutes of all meetings of the General Membership or Board of Directors. The minutes shall be read, unless dispensed with, and approved and kept available at each meeting.

Membership Coordinator: The Membership Coordinator shall maintain the current membership roster and distribute membership renewal reminders and membership cards in a timely basis and shall regularly report membership numbers. The Membership Director may be designated as an authorized signer on some or all society accounts by a vote of the Board of Directors.

Director: A Director shall participate in the decision making for the operation of the society. Directors shall be expected to participate actively on committees and to fill any committee chair position that remains unfilled by the general membership. A director may be designated as an authorized signer on some or all society accounts by a vote of the Board of Directors.

Section 2 – The Board of Directors shall elect one Director to serve as President Pro Tempore, who shall serve in the capacity of Presiding Officer in the absence of the President. The President Pro Tempore shall have the authority to sign all contracts and other instruments of writing which have been approved by the General Membership or Board of Directors and shall be an authorized signer on all society accounts.

Section 3 – The outgoing Past President 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, following a full hearing of the facts. Any Board member who allows their membership to lapse shall be subject to impeachment.

Article VII: Committees

Section 1 – Standing Committees shall be established within the Standing Rules of the society to perform specific functions of the society under the oversight of the Board of Directors.

Section 2 – Ad hoc Committees can be established by the presiding officer to complete a specific task on a short-term basis, such as a teller committee for the purpose of tallying elections.

Section 3 – Any member shall be eligible to chair a standing or ad hoc committee. Committee chairs shall report regularly to the Board of Directors and the membership during periods in which the committee is active, or shall designate another committee member to do so in their absence.

Section 4 - Any Board of director, Officer, Committee chair, or member may resign at any time by submitting written notice to the Board of Directors. Any Board of director, Officer, Committee chair, or member may be removed for cause by a simple majority of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served by his or her removal. Any committee chair who allows their membership to lapse shall be subject to removal. The provisions of this section shall by extension be applied to any other position of authority that the society or the Board may wish to create which is filled with an appointment by the President.

Article VIII: 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. The society shall maintain insurance policies necessary to protect the interests of the society and the Board of Directors.

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

Article IX: 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 – Conflict of interest – In any matter in which a member of the society shall be in a position to benefit personally or professionally by their association with the society, it shall be disclosed to the membership, and those interested members shall be prohibited from participating in any vote concerning the matter.

Section 3 – 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 4 – 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 5 – Debt – The society shall not incur deficit spending.

Section 6 – Dissolution – Upon dissolution of the corporation, the board of trustees 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 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 trustees shall determine. Any such assets not so disposed shall be disposed of by the court of common pleas 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 X: Amendments

Section 1 – Amendments to these bylaws shall be submitted in writing and shall be approved by a two-thirds (2/3) majority of the General Membership.

Section 2 - During the debate on a motion to amend the bylaws, no procedural maneuver with the intent or effect of closing the debate shall be in order until such time as all members who wish to speak to the motion have been afforded an opportunity to do so.

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