

ARTICLE I - DEFINITION

These Bylaws constitute the code of rules adopted by The Blues Society of Central Pennsylvania, Inc. for the regulation and management of its affairs.

ARTICLE II - PURPOSE

This corporation will have the purposes or powers as may be stated in its articles of incorporation, and such powers as are now or may be granted hereafter by the Non-profit Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation.

The primary purpose of this Corporation is:

- 1) Coordination of blues activities in the Central Pennsylvania region.
- 2) Development, education and promotion to positively improve awareness of the blues by and for blues fans, students, musicians, the media, and the general public.
- 3) Promotion and sponsorship of events such as seminars, clinics, concerts and jam sessions by area and nationally known artists.
- 4) Regular publication of a newsletter listing concerts, festivals, radio and television shows, album releases, club and band schedules and education opportunities of interest. The newsletter will be a forum for all members.
- 5) Cooperation with regional, state, and national arts organizations, other blues societies and music educators to encourage continued growth of blues awareness on all levels.

ARTICLE III - MEMBERSHIP

- 1) Membership in this organization shall be open to all individuals and groups in sympathy and support of its purposes and to representatives of other like organizations and clubs when such representation is desired.
 - a) A membership list will be maintained by an officer listing address, phone, e-mail address, date joined, date paid and all other information necessary as required by the membership committee.
- 2) Application for membership shall be made on forms provided by BSCP. All applications shall be considered by the Board of Directors in such a manner as it shall prescribe.
 - a) Each member shall receive a membership card, for identification, copies of all BSCP communication, including the Newsletter, and free admission to BSCP sponsored members-only events.
- 3) Each individual member shall be entitled to one vote for election of Officers and for matters offered for a vote of the members.
- 4) Dues: The Board of Directors shall establish the rate of annual dues for each class of membership. Members shall be considered to be in good standing upon payment of dues as specified by the Board of Directors.

- 5) Complementary/Honorary Memberships:
The Board may, at any time, elect to award a complimentary or honorary membership to those individuals that have shown exemplary dedication and service to the blues and the BSCP. These honorary members shall have the same benefits as any other member in good standing.

ARTICLE IV - OFFICERS

- 1) All Board members, officers and committee heads shall be members in good standing.
- 2) There shall be the following officers: President, Vice President, Secretary, and Treasurer.
 - a) **The President** shall preside at all regular, special and Board meetings of the organization; shall appoint standing committees; shall be an ex-officio member of all committees except the nominating committee; and shall assume such other duties as may be ordered by the organization.
 - b) **The Vice President** shall assume the duties of the President in the absence of that officer; shall be familiar with all organization matters; and shall perform such other duties as may be requested or specified by the organization.
 - c) **The Secretary** shall attend and record all minutes for all meetings (regular, annual, special, Board, and Executive); shall maintain a record of attendance for all Board Meetings, insure the announcement of candidates for election; and assure the maintenance of all non-fiscal records of the organization. In the absence of the Secretary, the President or VP shall appoint a temporary Secretary to accomplish the tasks of that position until the Secretary returns.
 - d) **The Treasurer** shall be accountable for all money transactions of BSCP and maintenance of the organization's bank account, provide a monthly report of funds, shall prepare the annual budget, render regular financial statements to the Board and maintain fiscal stability and accountability. The Treasurer will be appointed by a majority vote of the Board and may serve more than four terms.

ARTICLE V - BOARD OF DIRECTORS

- 1) The governing body of the BSCP shall be the Board of Directors made up of the President, the Vice President, the Secretary, the Treasurer, the chairs of all standing committees and four members-at-large.* Each member of the Board shall be entitled to one vote. The Board shall meet at the call of the President or when deemed necessary by the organization. A majority of the members of this Board shall constitute a quorum for the transaction of business.

- * Members at large shall be appointed by the Board when positions become open for a one-year term to run concurrent with the officers. No term limit. Members at large must be members in good standing.
- 2) Officers and Board members may be removed for cause by a vote of 2/3 of the Board.
- 3) Vacancies arising on the board shall be filled for the unexpired term by appointment made by the remaining Board members.
- 4) The Board of Directors is empowered to act on behalf of the Corporation in all matters. Expenditures exceeding one half of the balance of funds on hand must be approved by the general membership at a regular meeting.

ARTICLE VI - TERMS

1. Terms for all elected officers and appointees shall be for one year. The term shall begin on January 1 following the election.
2. The officers may succeed themselves in office, but may not serve more than four consecutive terms.

ARTICLE VII - NOMINATIONS AND ELECTIONS

- 1) The officers of this organization, other than Treasurer, shall be elected at the annual Christmas Party. Each officer shall remain in office until a successor to such office has been selected and qualified.
- 2) All participating in the election process must be members in good standing.
- 3) Nominations shall be taken from the floor from members in good standing, seconded and then placed in consideration. Nomination by petition may be made at this time and seconded. Written consent must be shown if any nominee is not present.
- 4) Election of all candidates shall be by plurality vote.
- 5) Absentee Votes: If any member in good standing cannot attend the annual meeting, he may submit an absentee vote for all positions to a board Member prior to the election. This vote should be in writing, containing the member's name, address and the name and position of each nominee to be voted upon.

ARTICLE VIII - MEETINGS

- 1) General business meetings will be held monthly on a day set by the Board and minutes will be published on the BSCP website.
- 2) All meetings other than Officers meetings and Special board meetings shall be open to all members.
 - a) Any non-member in attendance must proxy through any attending Officer any comments or suggestions.
Any subject to be considered for the agenda of an open meeting should be presented to the Secretary 14 days prior to the meeting date.

ARTICLE IX - COMMITTEES

- 1) All committee members shall be members in good standing.
- 2) Standing Committees who shall be responsible to the Board of Directors:
 - Bylaws** – The Bylaws Committee shall oversee BSCP adherence to the bylaws, and prepare amendments for presentation to the membership.
 - Finance** – The finance committee, headed by the Treasurer shall be responsible for preparing and monitoring the organization budget and also oversee the various fundraising events of the BSCP
 - Membership** – the Membership Committee shall be responsible for overseeing that membership eligibility requirements are met, notification of and collection of dues, and maintaining the members file.
 - Newsletter** – An official BSCP newsletter called [The Blue Pages] shall be published periodically. The newsletter Committee shall be responsible for the gathering, and evaluating of information, articles and commentary, printing and distributing to all members in good standing a copy of this publication. Each issue of this publication shall be approved by no fewer than three officers of BSCP before distribution.
 - Public Relations and Events** – The Public Relations and Events Committee shall be responsible for promoting and marketing the work of the BSCP and will oversee the planning, scheduling and the production of all BSCP events.
 - Jam** – The Jam Committee shall oversee all jams sponsored by BSCP.
 - IBC** – The IBC Committee shall oversee the International Blues Competition, including the BSCP local competition and sponsoring the winner(s) to represent BSCP at the International Competition.
 - Merchandise** – The Merchandise Committee shall be responsible for buying and selling all merchandise.
- 3) Such other committees, standing or special, shall be appointed by the Board.

ARTICLE X - FISCAL YEAR

The fiscal year shall be July 1 to June 30 of each year.

ARTICLE XI - DUES

- 1) The Membership fee and annual dues payable to the corporation by members will be in such amounts as may be determined from time to time by resolution of the Board of Directors. The first annual dues or Membership fee will be payable and submitted in full with the application for membership. Future annual dues will be payable in advance on January 1 of each year.

ARTICLE XII - AMENDMENTS

The power to alter, amend, or repeal these bylaws or to adopt new bylaws, insofar as is allowed by law, is vested in the Board of Directors and must pass by two-thirds vote of the same. Bylaws changes must then be ratified by a majority vote of the members present at a regular membership meeting.

ARTICLE XIII

This corporation is not for profit and no part of its earnings shall inure to the benefit of any member or individual. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property and proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation from any source, shall be used or distributed, subject to the laws of the Commonwealth of Pennsylvania, exclusively for the educational or charitable purposes within the intendment of Section 501 (C) of the Internal Revenue Code of 1954 and the regulations promulgated as the name now exists or as they may be hereafter amended from time to time.