

LAS VEGAS BLUES SOCIETY

By-Laws

Adopted April 25, 2006

Article 1. Mission

The mission of the Las Vegas Blues Society shall be:

- 1.1 To preserve Blues Music and its history.
- 1.2 To promote Blues Music in the community through:
 - a). Providing a forum to discuss Blues Music, its performers, performances, writers, promoters and historians, both past and present.
 - b). Increasing awareness of Blues events, performers, venues, publications and recordings.
 - c). Providing access to Blues Music.

Article 2. Legal

- 2.1 The Las Vegas Blues Society was incorporated in the State of Nevada as a domestic non-profit corporation on April 7, 2006.
- 2.2 The Las Vegas Blues Society (hereinafter referred to as the LVBS) is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or any successor statute that provides tax-exempt status.
 - a). The assets of the LVBS are permanently dedicated to tax-exempt purposes.
 - b). In the event of the dissolution of the LVBS, the remaining assets will be distributed to another Blues organization that is consistent with our Mission, or, if that is not available, for a tax-exempt purpose, or to the federal, state or local government for a public purpose.
- 2.3 The LVBS, nor any Member, Officer or Trustee acting on its behalf, may not conduct any activity which would violate any law or ruling concerning its non-profit or tax-exempt status, including, but not limited to:
 - a). The use of any part of the net earnings of the LVBS for the benefit of any person having a personal and private interest in, or a substantial influence over, the organization.
 - b). Any participation in campaign activity for or against political candidates.
 - c). Attempting to influence legislation as a substantial part of the activities of the LVBS.
- 2.4 The fiscal year of the Las Vegas Blues Society shall be the calendar year, January 1st through December 31st.

- 2.5 The LVBS shall not provide, nor permit the use of, its Membership information to any Member or outside party unless its use is in the furtherance of the LVBS and its mission, and is specifically authorized by the Board of Trustees (hereinafter referred to as the Board).

Article 3. Membership

- 3.1 Any individual or organization may join the LVBS by completing the membership application and paying the appropriate annual dues.
- 3.2 The LVBS, nor any Member, Officer or Trustee acting on its behalf in any manner, will not discriminate on the basis of age, gender, sexual orientation, marital status, veteran status, disability, race, color, national origin, creed, or religion.
- 3.3 Standard Memberships.
Members in these categories are entitled to all LVBS privileges, including the right to vote and eligibility to hold office.
- a). Individual Membership.
 - b). Family Membership. Family Members are spouses or two domestic partners. They are entitled to one vote each and each may hold office simultaneously. Children of these Members, under 18 years of age and living at home, shall enjoy membership privileges to the extent that they are offered, but are not eligible to vote or hold office.
 - c). Organization Membership. Organization Members may be any lawful organization or business. The organization may appoint up to two individuals as its designated Members and those Members may individually vote and hold office.
- 3.4 Special Memberships.
- a). Contributing Membership. A Contributing Member of the LVBS may be any individual, family or organization. The additional contribution to qualify for this level of membership shall be set annually by the Board of Trustees. The Contributing Member shall have all the rights and privileges associated with their category of Standard Membership. The Contributing Member shall be recognized as such during the Membership Year in which the contribution is received.
 - b). Benefactor Membership. A Benefactor Member of the LVBS may be any individual, family or organization. The additional contribution to qualify for this level of membership shall be set annually by the Board of Trustees. The contribution level shall be significantly higher than that of a Contributing Member. The Benefactor Member shall have all the rights and privileges associated with their category of Standard Membership. The Benefactor Member shall be recognized as such during the Membership Year in which the contribution is received.
 - c). Honorary Membership. Any person may be elected as an Honorary Member by a unanimous vote of the Board of Trustees or by nomination and approval by a majority of the Membership present at a Membership

Meeting. Honorary Members do not pay dues, cannot vote and cannot hold office, but do have all other rights and privileges associated with LVBS Membership and are held in the highest regard. Honorary Memberships will be reviewed at the first Board meeting of each year and may be renewed by an affirmative vote of 75% of the Board Members present.

- d). Founding Members. The Founding Members of the Las Vegas Blues Society are: Brian Spencer, Charlotte Henry Blauer, Richard Blauer, Carol Nashe, Micah Jonathan Bleacher, Richard Bianchino, Alicia Flores and Kirk Madsen. Founding Members are recognized as such in LVBS membership listings and have all the rights and privileges associated with their Standard Membership category.
 - e). Charter Members. Members who join by September 30, 2006 are considered Charter Members of the LVBS. Charter Members are recognized as such in LVBS membership listings and have all the rights and privileges associated with their Standard Membership category.
- 3.5 The Board of Trustees may create additional membership categories as it deems necessary.
 - 3.6 The Board of Trustees, at the first Board Meeting of each year, will establish the annual dues and contribution for each membership category.
 - 3.7 The Membership Year begins on the date of payment of the appropriate annual dues and, if not renewed, membership expires on that date the following year.
 - 3.8 The Members will hold an Annual Membership Meeting during the last week of the month of January of each year. The date, time and place will be determined by the Board of Trustees, which will make a reasonable effort to notify each Member at the last physical or digital address designated by the Member, no less than fourteen (14) days prior to such meeting.
 - 3.9 Additional Membership meetings may be called by the President, a majority vote of the Board of Trustees, or by written request of 10% of the Membership. The date, time and place will be determined by the Board of Trustees, which will make a reasonable effort to notify each Member at the last physical or digital address designated by the Member, no less than seven (7) days prior to such meeting.
 - 3.10 A quorum of the Membership at any Annual or Additional Membership Meeting shall be the number of Members voting, if the Members have been properly notified of such meeting in accordance with these By-Laws. If there has not been proper notification, items may be discussed, but no vote of the Membership shall be binding.
 - 3.11 Except for non-payment of dues, no Membership may be revoked without a hearing before the Board of Trustees taking into consideration all of the relevant facts and circumstances. Any Member whose continued Membership is found to be not in the best interests of the LVBS may have their Membership revoked. A written statement of circumstances allegedly constituting grounds for revocation shall be submitted to the Member by the Board at the last physical or digital address designated by the Member. This notice shall set a date, not less than seven (7) days from its submission, for a Board of Trustees Meeting at which the

Member will have the right to present evidence in their behalf, either written or oral. The Board of Trustees may then vote on the revocation or vote to continue considering the matter. A majority vote of the Board of Trustees is required to revoke a Membership.

- 3.12 No Member may hold more than one Office or Board position simultaneously.

Article 4. Board of Trustees

- 4.1 The Las Vegas Blues Society shall be governed by a Board of Trustees which has the authority to manage and control all the affairs of the LVBS, and to engage in, or designate others to engage in on its behalf, any lawful acts which it deems necessary for the furtherance of the LVBS and its mission and are not otherwise limited or restricted in these By-Laws. No Member is authorized to act on behalf of the LVBS without Board approval.
- 4.2 The Board shall consist of at least five (5) and no more than fifteen (15) LVBS Members, including Officers, serving terms of one (1) year each. The exact number shall be determined, as needed, by the Board. No reduction in the number of Board members shall cut short the term of any Trustee. The President is the Chairman of the Board of Trustees. The outgoing President serves as an advisor to the Board for a term of one (1) year, but does not vote unless otherwise entitled.
- 4.3 The Trustees shall be elected at the Annual Membership Meeting. Notice of this election, with a ballot, shall be sent to each Member with the notification of the Annual Membership Meeting. A request for nominations shall be sent to all Members at least fourteen (14) days before the ballots are sent. Members may vote for write-in candidates. Members may vote in person until the tallying of votes is completed. Members votes may be received by mail or electronically until noon (12:00 pm) of the day before the election. Election is by a majority of the Members voting. The newly elected Trustees take office at the first Board Meeting after election.
- 4.4 In the event that less than five (5) nominations are received prior to the election, the Trustees and Officers then in office may remain in their positions until such time as the Board closes the affairs of the corporation, or another election with at least five (5) candidates is held.
- 4.5 The Board of Trustees shall hold a Regular Monthly Meeting during the first week of each month, or as soon thereafter as possible. The date, time and place to be determined by the Board and posted on the LVBS website and on the LVBS telephone system. Any Member may attend any Regular Monthly Board Meeting, and may request to be heard at the conclusion of regular Board business.
- 4.6 Additional Meetings of the Board may be called by the President or by any three (3) Trustees at any time. All Trustees must be notified of such meetings seven (7) days in advance. Any Board meeting may be held physically or electronically and Trustees need not be present simultaneously.
- 4.7 There must be a majority of the Board, and at least four Board members, present to have a binding vote. Any resolution requires an affirmative vote of a majority

- of the Trustees present to pass. Voting may be by ballot, voice or electronic means, although written ballots may be requested by any Trustee.
- 4.8 A conflict of interest exists if one or more Members or Trustees could experience direct or indirect personal gain or loss due to the outcome of a Board resolution or committee vote. Members and Trustees have an affirmative duty to disclose to the Board all material facts of any conflict of interest. Members and Trustees that are party to a conflict of interest situation are disqualified from voting on any matter pertaining to the issue and, at the discretion of the President or other Officer or Trustee chairing the meeting, may be asked to leave the meeting area during discussions and voting. If it is the President or committee chair that is party to such a conflict, another Officer or Board or committee Member shall temporarily assume his or her duties.
- 4.9 Trustees serve at the will of the Membership. Any Trustee whose continued membership on the Board is found to be not in the best interests of the LVBS may be removed from office. A written statement of circumstances allegedly constituting grounds for removal shall be submitted to the Trustee, and to the Board, signed by at least three (3) Members, at the official address of the Las Vegas Blues Society. The Board shall set a date not less than seven (7), nor more than thirty (30), days from receipt of such statement for a Membership meeting at which the accusing Members and the Trustee will have the right to present evidence in their behalf, either written or oral. The Membership may then vote on the removal or vote to continue considering the matter. Removal requires an affirmative vote of a majority of those Members voting. Removal is immediate.
- 4.10 Any Trustee may resign at any time by notifying the Board in person, or in writing at the official address of the LVBS. The resignation is effective at such time as stated in the resignation.
- 4.11 In the event of a vacant Trustee or Officer position, the remaining Board members may elect, at a Regular or Additional Board Meeting, by majority vote of those voting, an interim Trustee or Officer to serve until the next Membership Meeting. Any Board member missing two meetings in a row, and not providing a majority of the remaining Board members with an acceptable reason, has forfeited his or her Board position and that position is then vacant.

Article 5. Officers

- 5.1 The Officers of the LVBS shall be responsible for the day-to-day operations of the LVBS pursuant to the policies, procedures, and directives established by the Board of Trustees. The minimum Officer positions required are: President, Secretary and Treasurer. The Board may create or delete additional Officer positions as needed and those nominated must be elected at a Membership Meeting.
- 5.2 The President shall supervise and direct the business of the LVBS and shall sign contracts and other documents on behalf of the LVBS, as approved by the Board of Trustees. The President shall preside over meetings of the Membership and the Board of Trustees, appoint all chairpersons of standing or ad hoc committees and

- serves as an ex officio member of all committees of the Board. The President shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the Board to delegate to any other Officer or committee any specific power or authority, except those which are exclusively conferred on the President by statute.
- 5.3 The Secretary shall be the custodian of the records of the LVBS. The Secretary will record and keep the minutes of all official meetings, and shall issue all notices of Membership and Board meetings and elections as required by these By-Laws or by statute. The Secretary shall sign legal documents as required by statute and shall perform such other duties as the Board may assign from time to time.
- 5.4 The Treasurer shall provide financial oversight to the LVBS. The Treasurer shall have custody and control of all financial records and funds of the LVBS. The Treasurer shall maintain bank accounts for the safekeeping of LVBS funds and to conduct the business of the LVBS, and shall maintain proper records of such accounts. The Treasurer shall be responsible for the submission of all required tax forms, tax returns and other documentation related to the finances of the LVBS. The Treasurer shall sign legal documents as required by statute and shall perform such other duties as the Board may assign from time to time. The Treasurer shall make the financial records of the LVBS available for viewing at a jointly agreed upon time, when requested in writing by any Member.
- 5.5 Disbursements of LVBS funds must be authorized by the Board of Trustees. Bank checks shall require the signatures of two Trustees, one of which must be an Officer.
- 5.6 All Officers serve as Trustees of the LVBS, and as such are elected in the same manner and at the same time as the other Trustees. They are included in all the requisites and provisions of Article 4 above.
- 5.7 No Officer, Trustee or Member shall receive financial compensation for his or her services as an Officer, Trustee or Member of the LVBS. No Officer, Trustee or Member, while acting on behalf of the LVBS, shall personally accept free or discounted goods or services from individuals or businesses selling products or services to, or soliciting the business of, the LVBS without the prior approval of the Board. The Board may accept such goods or services on behalf of the LVBS in furtherance of the LVBS and its mission.

Article 6. Obligations, Liability and Waiver of Notice

- 6.1 No contract or loan obligation may be made in the name of the LVBS without approval of the Board of Trustees. Such approval may be granted in general or confined to specific instances.
- 6.2 No Trustee, Officer or Member of the LVBS shall be personally liable to the LVBS or its Members for monetary damages for their rightful conduct as a Trustee, Officer or Member within the guidelines of these By-Laws and any applicable statutes.

- 6.3 All persons or corporations extending credit to, contracting with, or having claims against the LVBS shall look only to the funds and property of the LVBS for payment.
- 6.4 A Trustee, Officer or Member rightfully acting as an agent of the LVBS shall be indemnified against expenses, including attorneys fees, judgments, fines and amounts paid in settlement, 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 an agent of the LVBS, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the LVBS. The Trustee, Officer or Member must have been acting within the guidelines of these By-Laws and any applicable statutes.
- 6.5 Whenever any notice is required to be given to any Member, Officer or Trustee of the LVBS, a waiver thereof by the person or persons entitled to such notice, whether before or after the time set for the required notice, shall be deemed equivalent to the giving of such notice.

Article 7. Amendments

These By-Laws may be amended by a majority affirmative vote of those Members voting at any Membership Meeting. Any Member may submit to the Board of Trustees an amendment for consideration. The proposed amendment must be in writing and must be included in the official notice of the Annual or Additional Membership Meeting at which the vote is to take place. The proposed amendment must fall within the law and Internal Revenue Code Section 501 (c)(3), or any successor statute.