

Lehigh Valley Blues Network By-Laws

Article I: Name

- Section 1: The name of this corporation shall be: "Lehigh Valley Blues Network", herein after referred to as "Corporation".
- Section 2: The registered office of the Corporation shall be in Allentown, Pennsylvania. The registered office shall be 517 N. 6th Street, Allentown, Pennsylvania 18102.
- Section 3: The Corporation may also have offices at such other places within and without the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine or the activities of the Corporation may require.

Article II: Purpose

- Section 1: The Lehigh Valley Blues Network is an association of individuals dedicated to educating the public about the indigenous American art form of the blues and related styles of music. This may be accomplished by holding festivals, concerts, supporting the efforts of serious musicians, publishing a newsletter, forums or workshops, etc.

Article III: Memberships

- Section 1: **Membership in the Corporation** shall consist of any person, including all Board Members, interested in the purpose for which this Corporation is formed and who need not be residents of the Commonwealth of Pennsylvania, but who paid their membership dues.
- Section 2: **Membership status** is maintained by the Membership Chairperson, who is determined by the Board of Directors. Memberships are one year in length. Active membership status will continue up to the last day of the month following the membership's expiration date, at which time the member will be removed from the mailing list.
- Section 3: **Removal of a Member.** The Board of Directors shall have the power, by a two-thirds vote of its' entire membership, to strike from the roll, the name of any member who is no longer deemed acceptable to the Corporation. Such offending member may, by written request, appeal to the Board of Directors for reinstatement. The Secretary or Membership Chairperson shall give notice of such action to such offending member.
- Section 4: **Membership Dues** will be determined annually by the Board of Directors.

Article IV: Meetings and Quorums

- Section 1: Membership Meetings shall be held bi-annually with one of the meetings held bi-annually for the purpose of nominating and electing members to the Board of

Directors. General membership meetings may be held at any time at the discretion of the Board of Directors.

Section 2: A minimum of ten percent (10%) of the general membership must be present during the annual meeting in order to constitute a quorum.

Article V: Board of Directors

Section 1: The Board of Directors shall manage the business and affairs of the Corporation. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are by Statute, by Articles of Incorporation or by these By-Laws.

Section 2: The Board of Directors shall constitute the whole Board and shall consist of a total of nine (9) members: President, Vice President/Business Manager, Secretary, Treasurer and five (5) Directors.

Section 3: The four above titled officers of the Board of Directors shall also constitute the Officers of the Corporation.

Section 4: The initial Board of Directors will be appointed by the incorporator(s) with the terms to end by the first of January 1992.

Section 5: The Board of Directors shall be elected by ballot. Notice shall be published prior to this meeting. A quorum of the membership is required, no less than 10%.

Section 6: Not less than ninety (90) days prior to the annual election of Board Members, the President shall appoint, with the approval of the Board of Directors, a nominating committee of not less than three members. This committee will send all members nomination ballots for open position on the Board. The committee, based on the nomination ballots, will mail a final ballot to members.

Section 7: The Nominating Committee shall, prior to the annual meeting, compile a list of candidates and their qualifications. After securing the consent of each candidate, the Nominating Committee shall provide the candidates names and qualifications to the Board of Directors and the General Membership.

Section 8: No member of the Nominating Committee shall be eligible to any office by action of the Nominating Committee. However, a member of the Nominating Committee may be nominated by the general membership for any office.

Section 9: Voting shall be by individual members, and no membership shall cast more than one ballot.

Section 10: No ballot shall be cast as absentee or by proxy

Section 11: The Nominating Committee will be responsible to present the results of the elections at the Annual Meeting.

Section 12: In cases where a quorum cannot be obtained or no candidate nominated receives a plurality of membership votes, the Board of Directors shall appoint someone to that position.

- Section 13: The elected Board Members shall hold terms of office as follows:
- President -2 Years
 - Vice President / Business Manager -2 Years
 - Secretary -1 Year
 - Treasurer -Appointed
 - Five Directors -1 Year
- Section 14: Any vacancy of a Board Member for any reason shall be filled by Board appointment until the next election.
- Section 15: Any Board Member who misses three (3) consecutive meetings without just cause shall automatically forfeit their position on the Board.
- Section 16: A member of the Board of Directors may be removed from office for any unlawful act(s), violation of these By-laws, or loss of membership support due to conflicting interests, unethical acts, or improprieties as determined by the remaining Board of Directors.
- Section 17: In order to be removed from office, a Board Member must be charged with a valid offense documented by two (2) or more of the Board Members. Special Board meetings consisting of all the Board Members will be held to present, argue and defend the charges. A majority vote of the remaining Board Members will be needed to make a final determination.
- Section 18: The President and Vice President positions will begin alternating terms beginning with the 2007 election. This 2007 election will result in the President-elect sitting for a two-year term and the Vice President-elect sitting for a one-year term. The ensuing 2008 election will begin the regular alternating terms with the Vice President position being open for nomination.

Article VI: Meetings of the Board of Directors

- Section 1: Regular meetings for the Board of Directors shall be held at least once a month and may be held at such hour and location as they find suitable.
- Section 2: Any Board Member may call special meetings after notifying the other Members of the Board and receiving majority consent to such a meeting.
- Section 3: The Board of Directors shall fix its own rules of procedure, but in every case, the presence of a majority of the Members shall be necessary to constitute a quorum, and the affirmative vote of a majority of all the Members then present shall be necessary for the adoption of any resolution.
- Section 4: Unless otherwise restricted by the Articles of Incorporation or by these By-Laws, any action required may be taken without a meeting if a majority of the Members of the Board consent thereto in writing, including electronic mail and the writing or writings are filed with the minutes or proceedings of the Board.

Article VII: Officers

Section 1: The Officers of the Corporation shall assume office at the next scheduled meeting of the Board of Directors following their election and hold office as specified in Article V, Section 13.

Section 2: President

- A. The President shall supervise the Corporation's affairs and activities and shall make an annual report to the Members at Large.
- B. The President shall preside at all meetings of the Board of Directors and exercise and perform such powers and duties as may be from time to time delegated or assigned by the board of Directors or prescribed by the By-Laws and/or the Articles of Incorporation.
- C. The President shall be the Chief Executive Officer (CEO) of the Corporation; and have general and active management of the affairs of the Corporation; and see that all orders and resolutions of the Board are carried into effect.
- D. The President shall be an ex-officio member of all committees.

Section 3: Vice-President / Business Manager

- A. The Vice-President/Business Manager shall, in the absence or disability of the President, perform the duties of the President or delegate these duties to one of the other Board Members when deemed appropriate.
- B. The Vice President/Business Manager shall, upon approval by the Board, be responsible to conduct and/or manage the activities of the Corporation. These activities include, but are not limited to:
 - Legal Consultation
 - Procurement of Advertising
 - Promotion
 - Scheduling / Planning of activities and events

Section 4: Secretary

- A. The Secretary shall keep a permanent record of the minutes of all such meetings; and present all minutes at the monthly Board meetings including a copy to the webmaster for posting on the organization's website.
- B. The Secretary shall further carry on all correspondence ordered by the Board and shall perform all other duties herein provided.

Section 5: Treasurer

- A. The Treasurer position shall be appointed by the Board of Directors due to the qualifications necessary to fulfill the position's requirements.

- B. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, in such depositories as may be designated by the Board of Directors.
- C. The Treasurer shall disburse the funds of the Corporation as decided by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all the transactions as Treasurer and of the financial condition of the Corporation.
- D. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties the office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, vouchers, money and other property or whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

Section 6: Directors

- A. Directors are the other members of the Board of Directors who are not officers of the Corporation, but are dedicated to the success of the Corporation for which it stands.
- B. The Directors are responsible to abide by these By-Laws and carry out the desires of the General Membership by their voting privilege as part of the Board of Directors.
- C. Directors may be delegated any responsibility deemed necessary by the Board.

Article VIII: Compensation for Members of The Board of Directors

- Section 1: Any member of the Board may be reimbursed for their expenses as approved by the Board of Directors within 30 days of the expense. All receipts shall be rendered to the Treasurer for all expenses.

Article IX: Committees

- Section 1: The Board of directors shall appoint committees consisting of one or more Board Members as may be required from time to time. The chairperson of each committee shall be a Board Member. The Board of Directors may designate one or more of the Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the chairperson of that committee will appoint another qualified member.

- Section 2: Any Member of the Board can hold the Chairperson's position for:
- Memberships
 - Jams

- Merchandising
- Volunteers
- Newsletter
- Other

Article X: General Provisions

- Section 1: **Annual Statement.** The Board of Directors shall present quarterly, and at the first meeting of the Board of directors following the close of each fiscal year, a full and clear statement of the condition of the Corporation.
- Section 2: **Checks.** The Treasurer and one other Officer of the Board shall sign all checks or demands for money and notes of the Corporation.
- Section 3: **Fiscal Year.** The fiscal year of the Corporation begins on the first day of January and ends on the last day of December.

Article XI: Amendments

- Section 1: These By-Laws may be altered or repealed by a majority of the Members present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors if notice of such alteration or repeal be contained in the notice of such special meeting, to the fullest extent permitted by the Pennsylvania Non-Profit Corporation Law of 1972.

Article XII: Prohibition Against Sharing In Corporate Earnings

- Section 1: Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code 1954 (or the corresponding provision of any future Internal revenue Service Law)
- Section 2: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraph. No substantial part of the activities of the Corporation shall be the carrying on of propaganda otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- Section 3: Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).