

CHIPPEWA VALLEY BLUES SOCIETY BYLAWS

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BYLAWS:

ARTICLE I: PURPOSE

The purpose of the Society shall be:

1. To preserve, cultivate, and support the blues.
2. To provide a network of association for area blues lovers.
3. To increase awareness of and appreciation for the blues through Society sanctioned educational efforts.
4. To ensure the sustainability of the summer music series, Tuesday Night Blues, in Eau Claire, WI. (Adopted October 2023)
5. To conduct the summer music series, Tuesday Night Blues, in Eau Claire, WI. (Adopted October 2023)

ARTICLE II: MEMBERSHIP AND PARTICIPATION

SECTION 1. Prospective members must tender a 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 determined by members at the annual meeting.

SECTION 3. The following types of membership shall be available through the Society:

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 individual. 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 shall include 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.

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.
2. SECTION 2. All members whose membership was initiated by March 1st, 2008, shall be considered Founding Members of the Society. Founding Members are not required to pay annual dues and are considered a member in perpetuity. (Amended October 2023)
3. The membership of the Society shall not be restricted in number.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1. The business affairs of the Society shall be transacted by the President, Vice President, Treasurer, Secretary, and Director at large.

SECTION 2. The president shall have the authority to spend up to \$300 and the board of directors shall have the authority to spend up to \$500 over and above usual operating expenses without approval of the general membership. (Amended October 2023)

SECTION 3. Three (3) Directors shall constitute a quorum. (Amended October 2023)

SECTION 4. The board shall ensure the bylaws with any approved changes are posted prior to the April

general meeting and continuously review this document to ensure it fits the needs of the Chippewa Valley Blues Society.

ARTICLE IV: MEETINGS AND ELECTIONS

SECTION 1. The Board of Directors shall meet in the following months to review Society business and specifically as follows: (Amended October 2023)

November – primarily to transition officers and discuss specific responsibilities

December – board takes the month off

January- board meeting prior to quarterly meeting to review business, discuss committees new ideas, including current year merchandise, and set agenda for general membership meeting.

February - Board meeting: review business, collaborate on merchandise decisions

March – Board meeting: review business, Committee Updates

April – Board meeting: review business, Committee Updates, , agenda for April quarterly meeting

April – quarterly general membership meeting

May - Board meeting: review business, Committee Updates

June – No board meeting required, everyone busy conducting Tuesday Night Blues

July – quarterly general membership meeting

August - No board meeting required, everyone busy conducting Tuesday Night Blues

September – prepare annual budget, review proposed bylaw changes and officer nominations for October Annual General Membership meeting.

October - Annual General Membership meeting. Approval of bylaw changes, Approval of Annual Budget, Election of officers.

Regular meetings shall be arranged, both as to time and location, and noted in the minutes. Any Member of the Society may attend a scheduled Board meeting of the month and address the Board. However, portions of any meeting may be held in Executive Session upon direction of the President. While in Executive Session, only Directors and specific invitees of the President may attend. Special Board of Directors meetings may be held upon call and notice by the president, or upon resolution of the Board of Directors. Directors shall be notified by mail, telephone, email, or messenger of such special meetings.

SECTION 2. General meetings shall be held at least quarterly in January, April, July, and October. An Annual meeting shall be held in October of each year, in conjunction with the October quarterly meeting for a total of four (4) meetings each year. (revised 10/29/17)

SECTION 3. Special meetings of the General Membership may be called by the President or by order of a majority of the membership at a general meeting. Every member must be attempted in good faith to be notified no less than forty-eight (48) hours before the meeting.

SECTION 4. At all meetings of the General Membership, nine (9) members in good standing shall constitute a quorum. At all Board of Directors meetings four (4) Directors shall constitute a quorum.

SECTION 5. If the General Membership has been notified of a general meeting and a quorum is not present, business may still be conducted, but shall not be binding until the next general meeting, at which time a simple majority must approve the actions of the previous meeting, regardless of the presence of quorum at the subsequent meeting.

SECTION 6. 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.

SECTION 7. Nominations for new officers shall be opened the month prior to the general membership meeting each year, and shall remain open until the election, which shall be held during the October general annual membership meeting, which shall be the Society's primary annual meeting. (rev. 2/22/2015)

SECTION 8. 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. All potential candidates for all executive positions must have been a CVBS member for at least 1 year and have attended 3 CVBS meetings plus one annual meeting not counting the meeting in which the election is being held.

SECTION 9. Voting during the election of officers shall be at the discretion of the president.

SECTION 10. New officers shall assume responsibilities the first day of the month following the annual meeting. This will allow for any transition in offices to occur more smoothly and cooperatively, with better communication in transition.

SECTION 11. No member shall hold more than one office at a time. No elected officer shall serve more than five (5) consecutive full annual terms in the same office. All elected officers shall serve without compensation. (proposed 10/29/17, ratified 10/14/18)

SECTION 12. In the event of emergencies such as natural disasters, disease outbreaks, etc. that prevent the majority of members from attending an in person meeting, quarterly membership meetings may be held virtually or canceled at the discretion of the board of directors. (Ratified October 2023)

ARTICLE V: DUES AND FISCAL YEAR

SECTION 1. Annual dues for membership shall be ten (10) dollars for an individual and fifteen (15) dollars for family. Annual dues shall be payable on or after January 1 and remain effective until December 31st of that year. Members paying dues anytime during the calendar year will be considered members for the remainder of the year. Members who allow their membership privileges to lapse shall be treated as new applicants, if applying for membership at a later date.

SECTION 2. The fiscal year of the Society shall be January 1st to December 31st. (revised 10/13/2019)

SECTION 3. (adopted 2/22/2015, amended 10/13/19) An annual budget for the following year will be assembled by the Board of Directors. The budget will then be presented to the General Membership at the annual meeting. Discussion if requested. (Amended October 2023)

Budget items to be included, but not limited to:

1. CVBS branded merchandise to be marketed at presented, sponsored and/or endorsed events.
(Examples: Tuesday Night Blues; Blues On the Chippewa; Meetings; combined events with other similar societies and associations.)
2. Tuesday Night Blues operating expenses including
 1. City/County applications and permits
 2. Liability insurance
 3. Entertainer and production fees
 4. Misc. projections ie. Ice, water, for entertainers & volunteers.
 5. Marketing expenses such as banners, tents, tables, flags, posters, bluesletters
3. Benevolence expenses for donations to nonprofits CVBS supports (ie. WHYS Radio, Blues On The Chippewa, memorial blues fests, blues musician health funds) (Amended October 2023)
4. CVBS general operating expenses including
 1. Licenses (ASCAP) and permits.
 2. Web domains
 3. Misc. expenses.
5. Projected income (Amended October 2023)
 1. Membership
 2. Sponsorships
 3. Donations
 4. Grants
 5. Vendor Fees

ARTICLE VI: OFFICERS

SECTION 1. The elected officers of the Society shall be: President, Vice President, Treasurer, Secretary, and Director at Large. The Chairman of Tuesday Night Blues (TNB) is selected by the Board of Directors and not an elected position.

SECTION 2. Election and Term of Office. The officers shall be elected by the membership at the annual meeting. Each officer shall hold office for a term of one (1) year or until a successor has been duly elected by the members.

SECTION 3. Duties of President. The President or an appointee or designee of the President shall act as the official spokesperson for the Society subject to the direction of the Board. Unless otherwise provided for in these bylaws, the President shall have the responsibility to call meetings, preside over general meetings of the Society and meetings of the Board, supervise the work of the task forces and other subcommittees, and shall appoint the task forces and other committees with the approval of the Board.

The president shall assist the Director at Large with Chippewa Valley Blues updates. The president shall conduct meetings in a timely manner and ask people to raise their hand when a question is asked and inform members to follow "Roberts Rules". The President shall inform members at all meetings, to respect each other, no mocking, name calling or embarrassing anyone is allowed.

SECTION 4. Vice-President. The Vice-President shall have all of the powers and duties of the President in the absence of the President, with the exception of the monetary expenditure authority, and shall perform such other duties, as the Board shall determine. The Vice-President shall act in an advisory capacity to the President. The Vice-President shall coordinate the Marketing Committee for Tuesday Night Blues. The Vice President will be the primary point of contact for merchandise orders and reporting suitable for making budgeting and purchasing decisions. The marketing committee will assist the Vice President with merchandising decisions and coordination.

SECTION 5. SECTION 6. Treasurer. The Treasurer shall be responsible for the deposit and safe keeping of any funds received by the Society or its committees, shall be responsible for the payment of the bills or other obligations of the Society, shall be a member of any fund raising committees, shall be responsible for the preparation and filing of any tax returns, or other reports to regulatory agencies, check the Society PO box at least every 2 weeks and shall prepare an annual budget.

SECTION 7. Director at Large. The director at large shall be the liaison between members volunteering to do specific tasks and the Board of Directors. Or those hired to do those jobs. Including but not limited to website development, electronic communications, written communication. The Director at Large maintains responsibility to review and approve content of the website in coordination with the President and Chairman of Tuesday Night Blues. Instead of "The Director at Large maintains responsibility to review and approve content".

SECTION 8. Chairman of Tuesday Night Blues and read; The Chairman of Tuesday night Blues shall be responsible for coordinating and holding Tuesday Night blues committee meetings regularly as he/she deems necessary. The Chairman is responsible for coordinating Tuesday Night Blues entertainment. The Chairman shall oversee all Tuesday Night Blues operations in coordination with the Tuesday Night Blues Committee. (adopted 10/13/2019)

SECTION 9. Vacancies. The Board shall appoint the successor of any Board member whose position

becomes vacant prior to the end of its term. The term of the successor shall end at the same time as did the term of the person's predecessor. Successor shall be confirmed at the next general meeting.

ARTICLE VII: COMMITTEES

SECTION 1. The Board may create such committees or task forces as may, from time to time, be deemed necessary. Members of the task forces or committees shall be appointed by the President with the approval of the Board. Each task force or committee shall report to and be responsible to the Board and may not take action on behalf of the Society without the prior approval of the Board.

SECTION 2. Standing Committees are:

1. **MARKETING.** The Marketing Committee shall conduct all marketing of the Society. This includes obtaining sponsorships and selecting merchandise to sell at Tuesday Night Blues.
2. **TUESDAY NIGHT BLUES.** The Tuesday Night Blues committee shall be responsible for all activities of Tuesday Night Blues including preparing a season schedule, managing band contracts and hotel arrangements, and managing vendors. (Amended October 2023)
3. **MEMBERSHIP.** The membership committee shall be responsible for maintaining the membership roles and recruiting new members.
4. **BUDGET:** To be comprised of: President, Vice President, Treasurer, Committee Chairs.

SECTION 3. Ad Hoc Committees shall be formed for a defined purpose and shall be dissolved once the purpose has been accomplished. At the discretion of the Board, an Ad Hoc Committee may change status to a Standing Committee and the bylaws updated and approved at the annual meeting.

ARTICLE VIII: MISCELLANEOUS PROCEDURES

SECTION 1. Favoritism: No officer or member, while acting on behalf of the society, shall personally accept free or reduced priced 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. 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. Any profits are applied toward future Society expenses. (Amended October 2023)

SECTION 3. Debt: the society shall not incur deficit spending.

SECTION 4: Dissolution: Upon dissolution of the corporation, the Board of Directors, 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 and operated exclusively for charitable, educational, religious, or scientific purposes or shall at the time qualify as an exempt organization or organizations under Section 501c3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal

Revenue law as the Board of Directors 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 while are organized and operated exclusively for such purposes.

ARTICLE IX: AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by an affirmative vote of a majority of those voting at the annual meeting of the Society, provided a quorum is present. This may be done by any member in good standing. Written notice of the proposed amendment must be provided to the membership at least seven (7) days prior to the annual meeting. Through a combination of email, web posting, and social media.