

TRIANGLE BLUES SOCIETY BYLAWS

Statement of Purpose

The purpose of the Triangle Blues Society is the advancement and preservation of cultural performance of the African-American Blues Tradition, especially North Carolina Piedmont Blues, through:

- Educating both children and adults, musicians, and the general public on the history and presentation of the Blues in the Triangle, with special emphasis on encouraging interest in the Blues in the African-American community.
- Promoting this rich and diverse musical tradition through concerts, festivals, workshops, talent contests, and performances; and
- Assisting artists in the recognition, promotion, and performance of their music.

Article I: Membership

Section 1. *Qualifications:* Membership in the Society shall be open to any individual, corporation or entity - regardless of race, religion, sex, age, national origin, physical handicap, political belief, or sexual orientation - who applies for membership and pays the necessary annual dues.

Section 2. *Classification Levels of Members:*

1. Individual Members
2. Patron of the Blues

In addition, Institutional Members or Sponsors may enroll as Patrons of the Blues upon recommendation by the Membership Committee. An institutional Member is considered to be any commercial establishment or organization that desires membership in its own name, e.g. a bar or club, band, recording agency or radio station. The manager or presiding officer of the institution receives the normal privileges of membership. Such individuals may not hold official position except for that of a director, but is welcome to serve as a volunteer. This is to prevent any possibility of conflict of interest.

Section 3. *Dues*: Membership dues for all classes of membership requires dues shall be payable on a yearly basis and will come due on the member's anniversary date. Any member whose dues remain unpaid sixty days after that date will be dropped from the membership role.

Section 4. *Meetings*: The Society will hold periodic meetings, as determined by the Board of Directors, for the general membership at which any matter of interest to the membership may be brought up and discussed. The Board shall endeavor to have at least one open meeting per year, which may be held in conjunction with a musical event or Board meeting. Notice of said meeting shall be served by physical or electronic means accessible to all members or distributed at other Society functions. The membership will not elect Officers or the Board.

Article II: Structure of the Board

Section 1. *General Powers*: The property, affairs, and business of the corporation shall be managed by the Board of Directors.

Section 2. *Officers and Directors*: The Board shall consist of a president, vice president, secretary, treasurer, and the board of directors (not to exceed eleven additional members) to include five committee chairpersons and three at-large board members.

New Board members shall be elected by the members of the existing Board of Directors. Each elected officer or director shall continue in office until his or her term expires or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Initial terms for the board of directors during the first three years of operation shall be staggered (see Appendix A for the rotation schedule). Thereafter, the terms of office for all officers and directors shall be three years, at which time they may either run for reelection or retire from office.

Officers must retire from that office after two terms and cannot run for reelection to that office for at least one year.

Any director may resign at any time by giving written notice to the president or secretary of the corporation. Such resignation shall take effect at

the time specified therein, or if no time is specified therein, at the time such resignation is received by the president or secretary of the Society unless it shall be necessary to accept such resignation before it becomes effective, in which event the resignation shall take effect upon its acceptance by the Board of Directors. Unless otherwise specified therein, the acceptance of any such resignation shall not necessary to make it effective, upon at least ten (10) days' notice to all Officers and Directors.

Any elected officer or director may be removed from office for cause at any time by vote of three-fourths (3/4) of the remaining directors, given at any special meeting of the Board called for that purpose. Notice shall be given to such officer or director at least 7 days in advance of the meeting.

If an officer leaves before the end of the term, the vacancy is filled by placement by TBS board member of a name before the Board and majority vote of those present.

Section 3. *Terms of Office:* The terms of office for each officer are staggered in the following manner: Year 1: President, treasurer, and four directors are elected; Year 2: Vice president, secretary, and four directors are elected; Year 3: Three directors are elected.

An official notice of an upcoming election will be made public in writing (email or posted to the TBS website) to the membership and all interested parties at least three months prior to the start of the nomination process.

Details of the election process will be described in a separate document prepared by TBS board delegate and distributed to TBS board members.

Any member who retains a current membership, is at least eighteen years old, and has volunteered at least twice during a TBS event may run for office. Anyone who is a professional booking agent or recording agent is prohibited from becoming an officer, but may be on the board or serve in an advisory capacity.

Section 4. *Nominating Committee:* A nominating committee, consisting of three Triangle Blues Society members appointed by the board will present a slate of candidates at the May board meeting. A two-thirds majority vote is needed to approve the slate.

Any member over the age of eighteen who has volunteered at least twice

at TBS events may submit a nomination to the nominating committee to be considered as a candidate or to make a nomination from within the membership. Every effort will be made to ensure that the board of directors equally represents Raleigh, Durham, Chapel Hill and surrounding communities. In order to maintain the ethnicity of the Blues tradition, the Board will endeavor to elect persons of a cultural minority.

Article III: Responsibilities of the Officers

Section 1. *President:* Unless otherwise decided by the Board of Directors, the president of the Board shall preside over the Board of Directors and shall be a member of the Board of Directors. The president shall have general charge of the business, affairs and property of the corporation and control over its other officers, agents, and employees. The president shall do and perform such other duties as from time to time may be assigned to him or her by the Board of Directors or its delegates. The president functions as the official spokesperson for the Society. This individual is also the official business manager for the Society, with the power to negotiate and enter into contracts.

Section 2. *Vice-President:* The vice-president shall chair a committee of his/her choice, coordinate committees, and be in charge of contacting board members, should the need arise, about their votes between meetings. Unless otherwise decided by the Board of Directors, the vice-president shall be a member of the Board of Directors. At the request of the president, or in his or her absence or disability, the vice-president shall perform all the duties of president, including the president's duties as Chair, and when so acting shall have all the power of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties and have such authority as from time to time may be assigned to him or her by the Board of Directors

Section 3. *Secretary* The secretary will maintain minutes of board meetings and general membership meetings, and tally votes on any issue that requires balloting. The secretary shall see that all notices are duly given in accordance with the provision of the bylaws or as required by law. He or she shall be the agent of the corporation and custodian of the records, books, reports, statements, and other documents of the corporation and of the seal, if any, of the corporation, and shall see that the seal is affixed to all documents requiring such seal. In general, he or she shall perform all duties and possess all the authority incident to the office of secretary, and he or she shall perform such other duties and have such other authority as from time to time may be assigned

to him or her by the Board of Directors.

Section 4. *Treasurer:* Unless otherwise decided by the Board of Directors, the treasurer shall be a member of the Board of Directors. The treasurer maintains the financial books and will submit a detailed report of income and expenditures to the directors every July and January. The treasurer will report the financial performance of all shows to the board. The treasurer shall have supervision over the funds, securities, receipts and disbursements of the corporation. He or she shall in general perform all duties and have all authority incident to the office of the treasurer and shall perform such other duties and have such authority as from time to time may be assigned or granted to him or her by the Board of Directors. He or she may be required to give a bond for the faithful performance of his or her duties in such form and amount as the Board of Directors may determine, the cost of such bond to be borne by the corporation.

Section 5. *Directors:* The directors' primary function is to approve or disapprove of any decision in relationship to the Society. Directors will be chairpersons of all standing committees, and two at-large members. In conjunction with the officers, the directors will approve the goals for the upcoming year, approve the budget, and vote on expenditures and the character of the upcoming shows. Any officer or director who misses three consecutive board meetings without notice will be replaced.

In case of the absence of any officer of the corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers of duties of officers to any other officer, to a committee of directors or to the President.

Section 6. *Board Meetings:* A majority of the Board of Directors at a meeting duly assembled shall be necessary to constitute a quorum to transact business, and except as otherwise provided by statute, by the Articles of Incorporation of this corporation, or by these bylaws, the act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present at the time and place of any meeting, or if only one director be present, such director may adjourn the meeting from time to time until a quorum be present, and notice of any adjourned meeting need not be given. Board meetings will be open to any member of the Society but only board members (officers and directors) will be permitted to vote. Any decision voted

upon will be passed with a simple majority of those present.

The Board of Directors shall meet at least quarterly at places and times to be determined by the Board. The Board may otherwise provide for the holding of regular meetings and may fix the time and place of holding such meetings.

Special meetings of the Board of Directors may be called by the president or by a majority of directors. Notice of such meetings shall be given as hereinafter provided, and such special meetings shall be held in such places within the State of North Carolina as may be specified in the respective notice or waivers of notice thereof.

Notice of each meeting shall be mailed to each director, addressed to him or her at his or her residence or usual place of business at least two (2) days before or the day on which the meeting is to be held, or shall be given to him or her at such place by email, telephone, or delivered personally, not later than the day before the day on which the meeting is to be held.

Amendments to the bylaws will be presented in writing to the board for approval. A two-thirds majority of the board members present will be needed to amend or repeal the bylaws at any regular or special meeting of the Board.

Should a decision need to be made between board meetings, the president or vice-president will solicit an email, telephone, or online private group vote from all board members, and votes will be received and tallied by the secretary. The president or vice-president shall set a deadline by which board members must respond and decisions must be approved by a majority of the sitting board members. Any board member may submit a proposal, to be seconded by another member, upon which the president or vice-president shall request a vote of approval by the majority of the sitting board members.

Article IV: The Budget

The budget defines the boundaries within which the Society functions. Total income is the sum of donations, member dues, grants, and income from commercial ventures. Total expenditures are the sum of expenses incurred through operation. The officers will prepare a budget based on the prior year's income and will project expenditures accordingly. The Board shall approve the Budget.

Committee chairpersons will submit an expense or project budget to be approved by the board for all future project for any expense or indebtedness over \$50. Reimbursement of the expense will require the approval by the committee chair, the president, and the treasurer. A majority vote by the Board of Directors will be required for any expenses or indebtedness over \$150.

Article V: Dissolution

In accordance with Attachment A of the Articles of Incorporation, in the event that the Society should dissolve, all assets shall go to the Hayti Heritage Center, 804 Old Fayetteville Street, Durham, NC 27701.

If this organization no longer exists, assets shall go to the Piedmont Blues Preservation Society, P.O. Box 9737, Greensboro, NC.

If this organization no longer exists, assets shall go to the Blues Heaven Foundation, Inc., P.O. Box 16258, Chicago, IL 60616 (Federal I.D. 36-3192106).

Article VI: Affirmative Action

The Triangle Blues Society is open to everyone regardless of race, religion, sex, age, national origin, physical handicap, political belief, or sexual orientation.

Date of Revision

APPENDIX A

ROTATION SCHEDULE OF TERMS

Position	First
President	3 years
Vice-President	1 year
Treasurer	1 year
Secretary	3 years
Committee Chair(s)	3 years
Committee Chair(s)	2 years
Committee Chair(s)	3 years
At-Large Member(s)	1 year
Additional Committees as Needed	TBD