# BLUES SOCIETY OF CENTRAL PENNSYLVANIA - BYLAWS

# ARTICLE I - DEFINITION

These Bylaws constitute the code of rules adopted by The Blues Society of Central Pennsylvania, Inc. (BSCP) 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 society 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 to contribute to its content.
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 agreement with and support of its herein-above stated Article II purposes and to representatives of other like organizations and clubs when such representation is desired.
   * 1. A membership list will be maintained listing address, phone, e-mail address, date joined, date paid and all other information necessary and required by the membership committee.
   1. Application for membership shall be made on forms provided by BSCP. All applications shall be considered by the Board of Directors (Board) in such a manner as it shall prescribe.
      1. 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.
   2. Each individual member shall be entitled to one vote for election of Officers and for matters offered for a vote to and by the members at general membership meetings.
   3. Dues: The Board 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 .
   4. 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. There shall be the following officers: President, Vice President, Secretary, and Treasurer. The duties and responsibilities of each officer are as follow:
   * + 1. **The President** shall preside at all general, annual, special, Executive 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 Board majority.
       2. **The Vice President** shall assume the duties of the President in the absence of the President, shall be familiar with all organization matters, and shall perform such other duties as may be requested or specified by the Board majority.
       3. **The Secretary** shall attend and record all minutes for all meetings as defined and described in ARTICLE VII – MEETINGS, shall maintain a record of attendance for all Board Meetings, ensure the announcement of candidates for election; and assure the maintenance of all non-fiscal records of the organization. If the secretary is unable to attend any meeting and the absence is approved by the President, the President shall electronically record said meeting. Said electronically recorded meeting shall be transcribed by the Secretary both timely and in due course.
       4. **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

**ARTICLE V - BOARD OF DIRECTORS**

1. All Board members shall be members in good standing.
2. The governing body of the BSCP shall be the Board 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 up to one-year. Members at Large represent the membership and serve on at least one Committee.

1. Officers and Board members may be removed for cause by a vote of 2/3 of the Board. “For cause” includes, but is not limited to, three (3) unexcused Board meeting absences during her or his term.
2. Vacancies arising on the board shall be filled for the unexpired term by appointment made by majority vote of the remaining Board members.
3. The Board 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 membership at a general 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.

## ARTICLE VII - NOMINATIONS AND ELECTIONS

1. The officers of this organization, other than Treasurer, shall be elected at the general membership meeting held in December. 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. A general membership meeting will be held on a day in December set by the Board and minutes will be published on the BSCP website. Additional general membership meetings may be held throughout the year at the discretion of the board.
2. All meetings other than Officers meetings and Special board meetings shall be open to all members.
3. Any non-member in attendance must proxy through any attending Officer any comments or suggestions.

b) 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 BSCP members in good standing.
2. Standing Committees shall be responsible to the Board of Directors and are identified as follow:

**Archives –** The Archives Committee shall be responsible for the collection, organization, promotion and preservation of BSCP history.

**Bylaws** – The Bylaws Committee shall oversee BSCP adherence to the bylaws and prepare amendments for presentation to the membership.

**Education –** The Education Committee shall be responsible to positively improve awareness of the blues by and for blues fans, students, musicians, the media, and the general public. The Committee will support and promote the work of other organizations engaged in and encouraging the growth of blues music locally and beyond.

**Events -** The Events Committee shall be responsible for overseeing the planning, scheduling, and the production of all BSCP events.

**Finance** – The finance committee, headed by the Treasurer, shall be responsible for preparing and monitoring the BSCP budget and oversee the various fundraising events of the BSCP

**Membership** – the Membership Committee shall be responsible for overseeing that membership eligibility requirements are met, the notification of and collection of dues, and maintaining the members file.

**Public Relations** – The Public Relations Committee shall be responsible for promoting and marketing the work of the BSCP.

**Jam** – The Jam Committee shall oversee all jams sponsored by BSCP.

**Merchandise** – The Merchandise Committee shall be responsible for buying and selling all merchandise.

**Newsletter** – The Newsletter Committee shall be responsible for the gathering and evaluating of information and the printing and distributing of a periodically published official BSCP newsletter. Each issue of this publication shall be reviewed and approved by no fewer than three (3) Board Members before distribution.

**Technology –** The Technology Committee shall be responsible for creating, maintaining and overseeing the BSCP website and other internet-related programs using technology such as, but not limited to, Zoom and digital signage.

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**ARTICLE X - FISCAL YEAR**

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

**ARTICLE XI - DUES**

The Membership 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. New Membership dues will be payable and submitted in full with the application for membership in that calendar year of purchase. Renewal Membership dues can be paid prior to or during the renewal years. Membership dues are NOT pro-rated and are not refundable.

**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 provisions 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.