

RESTATEMENT OF
CLEVELAND BLUES SOCIETY BY-LAWS

I. ORGANIZATION

The Cleveland Blues Society Board of Directors, "The Cleveland Blues Society, Inc.", has at a meeting duly called and assembled, adopted the following by-laws to govern the affairs of this Corporation. The Corporation shall be referred to herein as The Cleveland Blues Society or CBS. The by-laws were approved at two regularly scheduled meetings on September 19, 2018 and October 24, 2018 and have been restated with amendments at a regularly scheduled meeting on June 28th, 2018.

II. OBJECTIVES

The objectives of the Cleveland Blues Society are to educate the public about the native art form known as the Blues through performance and to enhance appreciation and understanding through interpretation, preservation and education. The Cleveland Blues Society is a non-profit volunteer organization. It is expressly intended that the Cleveland Blues Society will carry out these objectives in such a manner as is legal under the laws of the Ohio Non-Profit Corporation Code as well as to qualify as a tax- exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954.

III. ETHIC CLAUSE

The Cleveland Blues Society Board members will conduct themselves in a gracious, dignified and honorable manner, reflecting their position on the Board when working with members, sponsors and other Board members. A Board member of CBS may not suggest, request or solicit gifts of any kind from a sponsor or potential sponsor of the CBS including, but not limited to, free, meals, drinks, tickets, entry to festivals, etc. without written consent of the Board. Board members will always maintain a level of public decorum reflecting his/her responsibilities as a representative of the CBS, while attending sponsor events or sponsored events. Board members are prohibited from using the influence of the CBS for any personal gain or political influence. The Board must abstain from any vote taken by the Board which will result in personal gain for that Board member. Complaints received from members, sponsors or potential sponsors or artists regarding ethics violations will be investigated by a committee set up by the Board members. This committee will investigate the complaint, advise a conclusion and suggest corrective action to be taken by the Board members to resolve the issue.

IV. RESTRICTIONS

- 1) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permissible under (501)(C)(3) of the tax code. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 2) The Corporation shall not carry on any other activities not permitted by a Corporation exempt from federal income tax under 501(C)(3) of the tax code, or a Corporation to which contributions are deductible under 170(C)(2) of the tax code.

V. NON-DISCRIMINATION POLICY

The Cleveland Blues Society does not and will not discriminate against any person or organization because of race, color, creed, religion, gender, sexual orientation or national origin.

VI. MEMBERSHIP

1) Individual Members

Any person who subscribes to the objectives of CBS shall be eligible for membership and may be admitted for membership upon written application to the membership director and payment of dues. Each individual member is entitled to one (1) vote.

2) Family Group Members

Husband, wife and children or two adults residing in the same household shall be eligible for family group membership application and admittance shall be made as stated in above paragraph one. Each family group membership shall be entitled to two (2) votes.

3) Student or Senior Members

Full time students up to the age of 25 and senior citizens over the age of 65 are eligible for the same membership as individual members at a discount.

4) Lifetime Members

Any dues paying member will be granted status as a lifetime member upon receipt by the Treasurer of a fee equivalent of ten (10) years current, single or family membership dues. Lifetime members may run for election to any office at will in accordance with the by-laws of the society. (10 consecutive years or 1 lump sum equivalent to 10 years (dues X 10 Years).

5) Honorary Members

Any person who has made an outstanding contribution to the objectives of CBS may be elected as an honorary member upon recommendation of the Board and a $\frac{3}{4}$ majority of members present and voting at any regularly scheduled member meeting. Honorary members shall be exempt from the annual dues but shall be entitled to all the privileges of an active membership. No person who has been made an honorary member (non-dues paying) of CBS may serve as an officer of the Board. An honorary member may give up that status to become a dues paying member, in which case he/she is eligible to run for office, but may not return to honorary status after claiming dues paying status.

6) Corporate Members

Persons or Corporations will be admitted as corporate members upon payment to the Treasurer of an annual corporate membership fee. The corporate membership fee will be set annually by the Board. Benefits for corporate members at various contribution levels will be decided upon by the Board and offered equally to all corporate members who contribute to CBS's required level.

7) All members whose membership was initiated by October 1, 2008 shall be considered founding members of CBS.

8) Members may be expelled for cause as determined by the majority of a quorum at a Board meeting.

VII. DUES

1) Annual dues for membership shall be determined by the Board members. The membership committee will notify members on or before the date of renewal that dues are due and payable. The membership committee shall advise the Board members monthly of corporate members suspended for failure to pay dues timely.

2) Annual dues shall be payable during the anniversary month of original membership and member shall be considered delinquent if not paid by the first day of the succeeding month. Delinquent members shall have all membership privileges for a grace period of thirty (30) days after becoming delinquent. Member will be

considered expired after the 30 day grace period. Members who allow their membership to expire shall be treated as new applicants if reapplying.

VIII. MEETINGS

1) Annual Meetings

An Annual Meeting of CBS shall be held at least once per calendar year at a place, time and date designated by CBS Board. Notice of meeting will be communicated to the membership at least 30 days prior to the date of the meeting. The purpose of Annual Meeting is to present to the membership the state of CBS including but not limited to reports on past and current events, financial reports and goals.

2) Special Meetings

Special meetings of the membership for a specific purpose may be called at any time by CBS Board members or by the request of active members holding 10 percent (10%) of the votes entitled to be cast or 10 members entitled to vote, whichever is the greater number. Notice of any such special meeting must be given by the Secretary to each member at least one (1) week prior to the meeting. The specific purpose of the meeting must be stated in the notice and no other business shall be transacted at that meeting.

IX. VOTING / ELECTION

1) Members who are qualified to vote must be a current member for ninety (90) days prior to voting. Members must be in good standing to have the right to elect Board members, remove Board members and vote on any other matter coming before the membership. Unless otherwise provided in the by-laws, the articles or required by law, all votes shall be determined by a majority of those voting, in person or by proxy.

2) Written proxy votes by members will be accepted on the official form provided by the CBS Board and signed and dated by a member eligible to vote. Written proxy votes will be counted if they are received at least five (5) days prior to the date of the election and they can be validated as eligible by the membership director. An election committee must be established for all elections. A member on the elections committee cannot run for office.

3) Election will be held the 11th month every two years.

4) An election resulting in a **TIE** at any position, will be resolved by a drawing from a hat.

X. BOARD OF DIRECTORS

1) Number of Board directors shall consist of at least nine (9) elected positions. They are as follows: Officers (President, Vice President, Treasurer, Secretary) and five (5) members at large.

2) The function of the Board is to conduct the regular business of the organization.

3) The terms of the Board officers (President, Vice President, Treasurer and Secretary) shall be two (2) consecutive years, beginning at the first regular meeting of the Board members following the election.

4) Members at large may succeed themselves in office and may serve more than two consecutive terms. (Unlimited term restrictions)

5) Officers may succeed themselves in office but may not serve more than two consecutive terms in the same position. They may run for any other office.

6) Board members shall meet in regular session each month as feasible.

- 7) Provision for special Board meetings may be called at the discretion of the President of CBS or by a quorum of the Board members. Any action taken by the Board members at any such special meeting shall be without effect unless it is ratified at the next regular meeting of the Board members.
- 8) The Board members shall be empowered to meet in extraordinary session at its own discretion to conduct business of the organization, which it considers urgent and requiring immediate action.
- 9) Any Board member shall have the right to resign at any time upon written notice thereof to the President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.
- 10) Any vacancy occurring in the position of Board member prior to the expiration of a Board member term of office, whether by resignation or otherwise, shall be filled by the Board at its discretion by majority vote of the remaining Board members. A Board member elected to fill such a vacancy shall be appointed to fulfill the existing term of his or her predecessor in office. This appointed position will not be considered a full term: therefore, will not count towards a term limit.
- 11) Any Board member who fails to perform the duties of the office he/she was elected for, either by repeated failure to attend meetings of the Board or by malfeasance, misconduct or by other failure to discharge the duties of the office shall be subject to removal from office. A motion to notify a Board member of intent to declare the office vacant may be presented by any Board member at the next regularly scheduled Board meeting. Should the Board member fail to respond to the satisfaction of the remaining Board members, a motion to declare the office vacant may be presented by any Board member. If two-thirds (2/3) of all Board members vote for the motion, the office shall be vacant.
- 12) The Board may be increased to include additional odd number of Board members to conduct normal business of the organization.
- 13) A majority of the Board of Directors then serving shall constitute a quorum at the annual meeting and at any regular or special meeting; and a majority of those present in either case shall have power to act in all matters.

XI. BOARD OF DIRECTORS DESCRIPTION

CBS Board members will consist of: 1-President, 1-Vice President, 1-Treasurer, 1-Secretary and 5 members at large positions

These positions must be members in good standing with CBS and must be at least 18 years old.

1)President – The president shall be the Chief Executive Officer of CBS and shall administer the operation of CBS as defined by the CBS mission statement and shall preside at all CBS Board meetings. He/she will oversee all committees except the nominating and election committees. He/she shall call extra business meetings as require, appoint committees not otherwise provided for, and shall perform all other duties normally required by the office.

2)Vice-President – The Vice President shall assume the duties of the President in the absence of that officer; shall be familiar with all organization matters; and shall perform such other duties as may be requested or specified by the organization.

3)Secretary – The Secretary shall keep minutes of all meetings of the Board of Directors, see that all notices are given in accordance with these By-Laws as required by law and be custodian of the corporate records. The Secretary shall maintain a list of all generally authorized CBS activities.

4)Treasurer – The Treasurer shall keep accurate accounts of all financial transactions of CBS, shall receive and disperse all monies, and shall pay all bills justly accrued by CBS. The Treasurer's accounts shall be audited periodically by an appointed third party. (All receipts must be turned into the Treasurer within 30 days for reimbursement.)

5)Board Member at Large – Each Board member shall attend monthly meetings and assist the directors of CBS. Board member at large positions may run for office every election.

XII. COMMITTEES

The activities of the Corporation shall be carried out by committees. The structure and configuration of the committees shall be determined by the Board of Directors. Each committee will operate under the guidance of a committee chairperson within parameters defined by its charter, a written statement of its goals and operations. All committee chairpersons will be assigned by the Board of Directors. No committee shall engage in any activity beyond the scope of its charter without the approval of the Board. Committees shall regularly report to the Board of Directors as prescribed by the Board. The Board of Directors shall provide guidance and assistance to the committee chairpersons.

XIII. RULES OF ORDER

When not otherwise herein provided, Robert's Rules of Order, Newly Revised, shall govern all procedures at CBS meetings.

XIV. INDEMNIFICATION

1)Assumption of Liability - The Corporation assumes all liability to any persons other than the Corporation for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after July 1, 2009, to the extent permitted by law. The Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify such person against such liability.

2)Indemnification – The Corporation shall indemnify any director, officer, employee, non-director volunteer, or agent of the Corporation, who was or is serving at the request of the Corporation, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, non director volunteer, or agent of the Corporation to the extent permitted by law.

3)Limitation of Liability – The Corporation may indemnify any director, officer, employee, non-director volunteer, or agent of the Corporation, who was or is serving at the request of the Corporation, and who was or is a party, or is threatened to be made a party to an action by or in the right of the Corporation, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest

of the Corporation. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Corporation.

4)Notwithstanding - Any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

XV. VOLUNTARY DISSOLUTION

The Corporation may be dissolved by the vote of 2/3 of the Directors. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

XVI. CHARITABLE ORGANIZATION SCHOLARSHIP AND EDUCATION FUND

The Cleveland Blues Society Incorporated is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. As such, the Cleveland Blues Society establishes the Cleveland Blues Society Scholarship and Educational Fund (The Fund) for the purposes of the furtherance of education for musicians and aspiring musicians through scholarships to accredited institutions of higher learning, educational grants and providing other educational opportunities to establish and further the knowledge and appreciation of the art form of the Blues, primarily, but not restricted to, the Greater Cleveland area. In support of The Fund, the Cleveland Blues Society will establish a separate account specifically for these scholarship and educational opportunities. The Board of Directors shall establish a Scholarship and Education Committee to establish guidelines for The Fund. The Fund will be initially started with a sum of twenty thousand dollars (\$20,000.00). The majority of scholarships, grants and other distributions should be based upon the interest generated by The Fund, donations and additional amounts assigned to The Fund by the Board. The minimum Fund balance should not be less than ten thousand dollars (\$10,000.00). The Board will vote on sums to be annually deposited from CBS events. Donations may be made directly to The Fund.

All recommendations from the Scholarship and Education committee require board approval to be implemented. The Funds shall be maintained as restricted funds in a linked account until disbursements presented by the Scholarship Committee and approved by a quorum of the Board of Directors. Any Funds not awarded shall be retained in The Fund. Any investment of The Fund in accounts outside The Fund will need approval by the board of directors. The Fund will be available as part of the Scholarships to be awarded the following year. Withdrawals from The Fund should be made payable via bank check requiring the signatures of the Treasurer and the President of CBS. Checks will be made payable to the recipient.

Certified to be the true and accurate Restatement of the Bylaws of Cleveland Blues Society, Inc. as adopted by the Board of Directors and the Corporation on this _____ day of _____, 2018.

_____ Title: _____
BOARD MEMBER

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