CENTRAL VIRGINIA BLUES SOCIETY

BY-LAWS

ARTICLE I
Creation of Corporation – The name of the Corporation shall be the Central Virginia Blues Society. The principle place of business of the Corporation shall be in the Commonwealth of Virginia at such place as the Board of Directors shall designate.

ARTICLE II
Purposes – The Central Virginia Blues Society shall be a non-profit organization dedicated to the support the appreciation of blues music, educating people in the region generally on blues music traditions, and preserving, and promoting the blues through events such as concerts, festivals, and a newsletter. The Society shall be operated in a manner consistent with the requirements governing non-profit corporations set forth in Section 501(c) of the Internal Revenue Code and the laws of the Commonwealth of Virginia.

ARTICLE III
Membership – Membership in the Central Virginia Blues Society shall be open to any person interested in furthering the purposes and objectives of the Society. Persons may become members by submitting a completed membership application and paying annual dues. Members will receive a card identifying membership in the Society.

Membership is not transferable. Categories of membership, annual dues, and benefits and privileges of membership shall be determined by the Board of Directors for each such category.

ARTICLE IV
Meetings of the Membership
*Section 1. Annual Meeting*The Society shall hold an annual meeting of the membership at which time the Board of Directors shall report on the activities and finances of the previous year, and present a proposed budget and plan for activities for the coming year. Election or installation of new officers and directors, and other membership votes will be taken as appropriate during the annual meeting.

Section 2. *Special Meetings.* Special meetings of the members of the Society may be called by the Board of Directors or the President. No business may be transacted at a special meeting except the business specified in the notice of the meeting.

*Section 3. Notice of Meetings*Written notice of membership meetings and an agenda of the business to be conducted shall be provided to members entitled to vote not less than ten days in advance of the meeting.

*Section 4. Quorum*Members present at the annual or a special meeting of the membership shall constitute a quorum. Voting shall be by members present at the meeting entitled to vote, and there shall be no proxy voting. Only members who have paid their dues are eligible to participate in discussion and vote during meetings, although the President may, in his or her discretion, allow comments to be made by non-members.

ARTICLE V
*Section 1. Board of Directors*
The business affairs of the society shall be transacted by a Board of Directors which shall elect from among their members a President, Vice President, Treasurer, and Secretary. The duties of each officer shall be as follows:

1. President:  The President shall preside over meetings of the General Membership and the Board of Directors.  The President shall have the authority to sign all contracts and other instruments of writing which have been approved by the General Membership or Board of Directors.  The President shall appoint all chairpersons of standing or ad hoc committees and shall be entitled to serve as a member ex officio of all committees.
2. Vice President:  The Vice President shall assist the President at all meetings of the General Membership or Board of Directors and shall act as presiding officer in the absence of the President.  The Vice President shall act in an advisory capacity to the President.
3. Treasurer:  The Treasurer shall receive and safely keep all funds of the society and shall safely deposit them into the society’s bank account.  The Treasurer shall be responsible for all financial records and reports of the Society; shall maintain the financial records and accounts in good order; and shall render accurate financial reports, including an annual budget, to the Board and General Membership, to appropriate governmental agencies, and to any other organization or entity having legal entitlement to the information as directed by the Board.
4. Secretary:  The Secretary shall keep the minutes of all meetings of the General Membership or Board of Directors.  The minutes shall be read, unless dispensed with, and approved and kept available at each meeting.  The Secretary shall perform other duties related to the office as designated by the President and approved by the Board of Directors.

*Section 2. Members of the Board.* The initial board shall consist of four members, as follows: Andy Burdetsky; Jonathan Spear; Kevin Chisnell; and Mark Jackson. The number of Directors may be increased through the process of amending these bylaws to specify a new number, but the number of Directors shall not be reduced to less than four.

*Section 3. Terms of Office:* The initial term of the President and Vice-President will be two years, and the initial term of the Secretary and the Treasurer shall be one year. Thereafter, all directors will serve terms of two years with the President and Vice-President being chosen in even-numbered years, and the Secretary and Treasurer being chosen in odd-numbered years. If the Board is expanded to include more than 4 directors, each newly-created director position will alternately have an initial term of either one or two years to assure staggered elections and continuity of leadership.

*Section 4: Meetings:*

1. The Board of Directors shall meet in regular session at least quarterly. Time, day and place of the regular meeting may be changed at the discretion of the Board of Directors.
2. Additional special meeting of the Board of Directors may be called at the discretion of the Chair or by a quorum of the Board of Directors.
3. The Board of Directors shall be empowered to meet in extraordinary session at its own discretion to conduct business of the Society, which it considers urgent, and requiring immediate action.
4. Meetings of the Board of Directors may be open to members of the Society; however, the Board may, in its discretion, elect to conduct business in closed session.
5. Except where otherwise specified in these bylaws, a majority of Board Members shall constitute a quorum for the transaction of business. Each Board Member shall have one vote.

*Section 5. Vacancies:*  Any vacancy occurring in the position of Director prior to the expiration of a Director's term of office, whether by resignation or otherwise, shall be filled by the board of Directors, at its discretion, by a majority vote of the remaining Directors. A Director elected to fill such a vacancy shall serve out the unexpired term of his or her predecessor.

*Section 6. Removal.* Any Director may be removed for any reason by a vote of a majority of Directors.

*Section 7. Advisory Committee:*  Membership on the Advisory Committee is an honorary position that the Board may bestow on individuals based on their knowledge, experience or standing with the blues community. Advisory Committee Members need not be dues paying members of the Society and are chosen by majority vote of the Board.

*Section 8. Other Committees:* The Board of Directors may appoint such standing committees as are needed for the effective operation of the Society, and shall determine each committee's purpose and term of existence. Committee members will be selected from the dues paying members of the Society in good standing.

*Section 9. Authorization to Represent the Society*Only representatives designated or appointed by the Board of Directors shall have authority to act as agent in carrying out the official business of the Society, including the execution of official documents on behalf of the Society.

ARTICLE VI
Fiscal Year.
The Fiscal year of the Society shall be from January 1 through December 31 of each year.

ARTICLE VII
Amendments
The Board of Directors, by a majority vote of all Directors, may make such changes to these bylaws it deems necessary. Amendments will become effective at such time as specified by the Board.