

KANSAS CITY BLUES SOCIETY

BY-LAWS

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ARTICLE 1: NAME, STATEMENT OF PURPOSE

The members of this corporation, by virtue and authority of the laws of Missouri and of the Articles of Incorporation heretofore filed and approved at a meeting, duly called and assembled, have adopted the following by-laws for government of the affairs of the corporation.

1.1 Name

The name of this corporation is the Kansas City Blues Society (KCBS).

1.2 Purpose

The Kansas City Blues Society, a not-for-profit 501(C)(3) corporation, is dedicated to preserving the rich Blues Heritage of Kansas City, supporting Blues education to ensure the future of this uniquely American art form, celebrating Blues excellence, and bringing value to its Members, Musicians and its Community.

ARTICLE II: OFFICE, RECORDS

2.1 Registered Office

The KCBS shall have and continuously maintain a registered office and registered agent in the State of Missouri. The address of the registered office and the name of the registered agent in the State of Missouri stated in the Articles of Incorporation can be changed from time to time by the Board of Directors of the KCBS in conformance with applicable provisions of law.

2.2 Records

The KCBS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The KCBS shall also keep at its registered office or principal office a record giving the names and addresses of the Board of Directors.

ARTICLE III: LIMITATIONS ON CORPORATE ACTIVITIES

At all times the following shall operate as conditions restricting the operations and activities of the KCBS.

3.1 Conflict of Interest

A conflict of interest transaction is a transaction with the KCBS in which a Director of the KCBS has a material interest.

A transaction in which a Director has a conflict of interest may be approved in advance by the vote of the Board of Directors if:

3.1.1 The material facts of the transaction and the Director's interest are disclosed or known to the Board;
and

3.1.2 The Directors approving the transaction in good faith reasonably believe that the transaction is not unfair to the KCBS

3.2 Earnings

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons. Directors shall not receive any salary for services. Directors and members, by resolution of the Board, may be reimbursed for expenditures and expenses incurred on behalf of, or while serving for, the KCBS.

3.3 Lobbying and Related Activities Prohibited

No substantial part of the activities of the KCBS shall constitute the carrying on of, propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the KCBS shall not participate in, or intervene in (including by publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

3.4 Discrimination

KCBS, any officer, or member acting on behalf of KCBS shall in no way discriminate on the basis of race, creed, color, national origin, religion, age, gender, marital status, veteran status, disability, place of residence, or sexual orientation.

3.5 Code of Conduct by Members & Board of Directors

Members and the Board of Directors of KCBS shall conduct themselves in a civil, polite, fair, and respectful manner that results in promoting and preserving the dignity and respect of all individuals. Members and the Board of Directors of KCBS shall refrain from instigating or encouraging personal or public attacks on one another or this organization. If this code of conduct is violated, the Board of Directors has the right to withdraw the membership of said member, by a simple majority vote of those Board members in attendance.

Each member of the board is encouraged to make an annual cash donation to the organization. Board members are encouraged to give to the best of their means, at a level they would consider generous.

3.6 Unacceptable Activity

Notwithstanding any other provisions of these articles, the KCBS shall not carry on any other activities not permitted to be carried on (a) by a KCBS exempt from Federal income tax under Section 501(c)3 of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a KCBS contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IV: MEMBERSHIP

4.1 Membership, General

Membership in the Kansas City Blues Society shall be open to any person, either corporate or natural, is interested in furthering the purposes of the Society may become a member subject only to compliance with the provisions of the Bylaws. Persons may be admitted to membership at any time.

4.2 Classes of Membership

Classes of Membership shall be established and maintained by the Board and may be modified from time to time depending on the needs of the organization and the community.

4.3 Dues

Each member of the Society shall pay annual dues according to the Classes of Membership and Dues Structure set by the Board of Directors. The Dues Structure shall be maintained by the Board of Directors. The Board may modify the dues from time to time as appropriate to the circumstances of the organization and community. Dues are not refundable.

4.4 Annual Enrollment

KCBS shall conduct an annual enrollment of members. Annual dues shall be payable during the anniversary month of original membership and shall be considered delinquent if not paid by the first day of the succeeding month. All membership privileges shall lapse thirty days after becoming delinquent. Members who allow their membership to lapse shall be treated as new applicants if applying for membership at a later date.

4.5 Transfer of Membership

Membership is not transferable.

4.6 Voting Rights

Voting rights to elect Directors are extended to members who have joined the Society at least 30 days before the election and are not delinquent on their dues. Members are entitled to the number of votes designated in the Classes of the Membership and Dues Structure and may be changed from time to time by the Board of Directors based on the needs of the organization and the community.

Absentee and proxy voting shall not be allowed.

ARTICLE V - MEETINGS OF MEMBERS

5.1 Membership Meetings-Where Held

All meetings of the membership shall be held at the registered office within the State of Missouri, if another location is not otherwise designated in the setup of the meeting.

5.2 Annual Membership Meeting

The annual meeting to elect the Board of Directors shall be held on the Second Thursday of January of each year, unless the day is a holiday, in which event it shall be held on the next succeeding Thursday which is not a holiday.

5.3 Special Membership Meetings

Special membership meetings may be called at any time, for any purpose, by:

- (a) The President or Vice-President;
- (b) Written request of 2/3 of the Board of Directors;

(c) Written request of 25% of all members entitled to vote at the meeting.

When a written request is required, the request shall include the printed names and signatures of members and the purpose of the meeting. The request shall be made to an Officer (President, Vice-President, Secretary, or Treasurer). The Officer receiving the request shall give notice of the meeting to be held within thirty (30) days after receiving the request, including the purpose(s) of the proposed meeting. If the Officer fails to give notice of the meeting within seven (7) days from the date on which the request was made, the person who requested the meeting may call the meeting, fixing the time in the manner provided by these Bylaws and giving notice thereof. The business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

5.4 Notice

Notice of all membership meetings shall be given in writing, stating the location, day and hour of the meeting and the purpose(s) for the meeting. Notice must be delivered not less than five (5) days before the date of the meeting. Notice of this meeting will be given by email, website, Facebook, or U.S. Postal mail, or other common methods.

5.5 Quorum

Members present who are entitled to vote (exclusive of Officers and Directors) and present in person shall constitute a quorum for the transaction of business at all meetings of the members for the transaction of business.

5.6 Voting

If a quorum is present at any meeting, the vote of the majority shall decide any question brought before such meeting, unless the question is one upon which a different vote is required by the Articles of Incorporation.

ARTICLE VI – BOARD OF DIRECTORS

6.1 General

The affairs of the KCBS shall be managed by a Board of not more than eleven (11) Directors, all of whom shall be voting members of the Board. Directors shall be members of the KCBS at the time of nomination and maintain membership throughout their term.

6.2 Terms

The Board of Directors elected in 2015 on shall have three-year terms. The initial Board (2015) shall be staggered as shown in this example:

6.2.1 Four of the existing Board members agree to three year term on the Board, counting this first year term.

6.2.2 Three of the existing Board members to agree to a two year term on the Board, counting this first year term.

6.2.3 Four of the existing Board members agree to a one year term on the Board, counting this first year term as their term on the Board.

This will continue as a means to provide continuity and to allow for new ideas, and new leadership within the KCBS.

6.3 Powers

The Board of Directors shall have all powers of management of the affairs of the KCBS. No expenditure or commitment for expenditure of KCBS funds shall be made without the approval of the Board of Directors.

6.4 Meetings

6.4.1 The Board of Directors shall set rules for KCBS members' attendance of Directors' meetings.

6.4.2 Directors may appear in person or through telephonic or face to face electronic means (e.g., Skype).

6.4.3 Directors may not appear by electronic mail or by proxy.

6.4.4 Meetings: Type and Notice

6.4.4.1 Regular Meetings

The Board of Directors shall meet in regular monthly sessions and special sessions at such times and location as the Board shall determine, upon the call of the President and with prior notice from the Secretary.

6.4.4.2 Special Meetings

Special meetings of the Board shall be held whenever called by the President, Vice President, Secretary, or Treasurer or upon written request of any three (3) Directors.

6.4.4.3 Notice of Regular and Special Meetings

The Board may meet at any lawful time and place without notice either by the consent in writing of all Board Members or by the personal attendance of all members and participation in the business of the meeting without objection. Otherwise, Board Meetings shall be held only upon reasonable attempt to notify all Board Members and actual notice to a simple majority of the Board.

6.4.4.4 Attendance

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction on the ground that the meeting is not lawfully called or convened.

6.5 Quorum

At all meetings of the Board of Directors, a majority of the board constitutes a quorum for the transaction of business..

6.6 Voting

Resolutions shall be passed by a majority of a quorum present except when a larger number is required by law or these by-laws. A Director may not vote if the Board decides, by a two-thirds (2/3) vote of the Directors present, that the Director has a conflict of interest defined in Article III, Section 3.1 of the bylaws.

6.7 Board Action without a Meeting

The Board of Directors may discuss issues by email, and vote by email, in order to conduct KCBS business, as long as the votes are counted and the Secretary maintains the votes via email.

6.8 Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, Vice President, Secretary and Treasurer.

6.8.1 The quorum of the Executive Committee shall be a simple majority of these members.

6.8.2 They may act for the corporation between the regular or special meetings, but their acts must be ratified by the full Board to be binding. They shall make no binding decisions not previously authorized by the Board of Directors.

6.8.3 The Executive Committee shall meet at the call of the President.

6.9 Committees

The Board of Directors may create such standing or ad hoc committees as it may deem necessary to promote the purposes and carry on the work of the KCBS.

6.10 Resignation

Any Director may resign at any time by submitting written notice to the President or Secretary.

6.11 Removal

6.11.1 Any Director or Officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of KCBS, as long as it is not prohibited by Article III, section 3.4 (Discrimination) of the bylaws. This action shall be taken during an Executive session at a regularly scheduled Board meeting.

6.11.2 Directors are subject to removal at the discretion of the remaining Directors by majority vote if they fail to attend eight scheduled Board of Directors meetings during the calendar year. For purposes of this section, counted absent is defined as failing to attend a meeting scheduled upon actual notice given the member at least forty-eight hours prior to commencement of the meeting.

6.12 Vacancy

All vacancies shall be filled by the Board of Directors at the next regular meeting, or at any special meeting called for that purpose.

6.13 Delegation of Duties

In the absence of any officer of the KCBS or for any other reason which the Board considers sufficient, the Board may delegate the powers or duties of such officer, provided a majority of the ENTIRE Board concur.

6.14 Appointive Officers and Agents

The Board may appoint such officers and agents as the Board may deem necessary to perform such duties as prescribed by the Board. All appointive Officers and agents shall hold their respective offices or positions at the pleasure of the Board, and may be removed from office or discharged at any time for any reason or no reason at all, with or without cause.

Article VII OFFICERS OF THE KCBS

7.1 Officers

The officers of this KCBS shall be the President, Vice-President, Secretary and Treasurer, all of who shall be chosen by the Board of Directors.

7.1.1 All officers shall be elected to hold office for two years and can be reelected.

7.1.2 Officers shall hold office until their successors are chosen and qualify.

7.2 The President

The President shall be the chief executive officer of the KCBS and shall preside at all meetings of the members and Directors.

7.2.2 The President shall coordinate the work of the officers and committees and shall appoint all committees.

7.2.3 The President shall execute all instruments on behalf of the KCBS except KCBS checks, which he/she shall have the power to co-sign.

7.3 Vice-President

The Vice President shall work in cooperation with and assist the President at all meetings. The Vice President of the Board shall act as presiding officer in the absence of the President.

7.4 Secretary

The Secretary (or designee) shall record all Board and Membership meetings, keep the minutes of all such meetings, make such reports, and perform other duties such as society correspondence, as are incidental to the office. The secretary shall keep attendance of all Board meetings.

7.5 Treasurer

The Treasurer shall have custody of all of the funds of the KCBS; shall keep a full and accurate account of receipts and expenditures as evidenced by receipts and vouchers; shall make disbursements as authorized by the Board; shall deposit all Society funds in a depository approved by the Board.

7.5.1 The Treasurer shall have the responsibilities of the Chief Financial Officer of the KCBS and shall oversee the financial books, papers and audits of the corporate finances.

7.5.2 The Treasurer shall present a financial statement at every meeting of the Society and at other times when requested by the Board and shall make a full report at the Annual Membership Meeting.

7.5.3 The Treasurer shall have the power to sign KCBS checks up to and including \$1,000. Amounts greater than \$1,000 require a co-signature.

ARTICLE VIII: ELECTIONS

8.1 Board of Directors Pre-Election

8.1.1 The Board of Directors shall, in October of the year prior to the election, shall invite nominations from the membership for the open positions for that year.

8.1.2 Members of the organization seeking election to the Board of Directors shall register their name with the President or Secretary of the organization at least thirty (30) days prior to the Annual Membership Meeting.

8.1.3 Vote Counters

At each Annual Membership Meeting, the Board shall elect four non-Board members from among the membership at random to tally the election ballots. Those four receiving the most votes shall be elected. This selection process shall be done in a fair and transparent way.

8.2 Annual Election of Directors

Directors shall be elected by secret ballot at the Annual Membership Meeting.

8.2.1 All Members present who qualify per Article IV item 4.5 (30 day membership requirement) will be allowed to vote. Absentee and proxy voting shall not be allowed.

8.2.2 Each Member shall have the votes designated in the categories of the Membership and Fee Structure per Article IV, item 4.5 of the Bylaws.

8.2.3 In the event two or more candidates receive the same number of votes creating a "tie" and the tie needs to be resolved to determine who will serve as a Director, there shall be a separate vote immediately after the tie is apparent to resolve the tie. Only those candidates who receive the same number of votes creating the need for a separate vote shall be on the ballot for the next vote.

8.2.4 Directors shall be installed immediately after the election is finalized and shall immediately elect officers.

ARTICLE IX: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the corporation in such charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(C) 3 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE X: INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

ARTICLE XI - AMENDMENTS

These by-laws may be amended at any regular or special meeting of the members by a vote of a majority of the members in attendance. Due notice of the meeting, together with a copy of the proposed amendments, addressed to each member, must be given prior to such meeting.

Adopted on this day, January 8th, 2014.