

**BYLAWS OF
North Jersey Blues Society
(Adopted: 2/25/2022)
(A 501(c) (3) nonprofit corporation)**

ARTICLE I - Definition

These Bylaws constitute the code of rules adopted by the North Jersey Blues Society, hereinafter referred to as the “The Society”, for the regulation and management of its affairs.

ARTICLE II - Purpose

The primary purpose of The Society is to celebrate blues music through:

1. Coordination of blues activities in the Northern New Jersey 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 acts.
4. Regular publication of a website listing concerts, festivals, radio and television shows, album releases, club and band schedules and education opportunities of interest.
5. Cooperation with regional, state and national arts organizations, other blues societies and music educators to encourage the growth of blues awareness on all levels.

The Society is organized and incorporated exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The Society shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code. No substantial part of the activities of the organization is carrying on propaganda, or otherwise attempting to influence legislation, and the organization does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III - Membership

Membership and Dues

Membership shall be available regardless of sex, age, color, religious or political belief, sexual orientation or national origin. Members in good standing shall have access to the programs and benefits operated by The Society, restrictions and additional fees may apply, as deemed appropriate and necessary by the Board of Directors.

No Voting Membership

The Society shall not be governed by members, nor shall membership convey any right or entitlement regarding the election of Trustees or Officers of The Society, nor regarding matters concerning the rules, regulations, management, control, properties, dissolution or other affairs of The Society, nor upon any other matter referred to in the New Jersey Nonprofit Corporation Act. No member classification shall entitle any person not elected as a Trustee of The Society to

vote upon any matter concerning The Society.

Membership Categories

Due and fees to be established by resolution of the Board of Directors as deemed necessary and appropriate. The Membership fee and annual dues payable to the Society by members will be in such amounts as may be determined from time to time by resolution of the Board of Directors. The first annual dues or Membership fee will be payable and submitted in full with the application for membership. Future annual dues will be payable in advance on anniversary date of each year.

Standing

A member in good standing is defined as one who is current with all assessed dues and fees, and who complies with the rules and regulations of The Society.

ARTICLE IV – COMMITTEES

Standing Committees

Committees may be created by resolution of the Board of Directors, to help carry on the activities of The Society. Each Standing Committee shall elect its own chair. Standing Committees may include members of The Society but shall include at least one Trustee.

Other Committees

The Board may create, by resolution, temporary committees as the need arises.

ARTICLE V - OFFICERS

All Board members, officers and committee heads shall be members in good standing. There shall be the following officers: President, Vice President Events, Vice President Marketing, Secretary, and Treasurer.

The **President** shall preside at all regular, special and Board of Directors 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 organization.

The **Vice Presidents** 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.

The **Secretary** shall attend and record all minutes for all meetings (regular, annual, special, Board, and Executive); shall maintain a record of attendance for all Board Meetings, insure the announcement of candidates for election; and assure the maintenance of all non-fiscal records of the organization. In the absence of the Secretary, the President or VP shall appoint a temporary Secretary to accomplish the tasks of that position until the Secretary returns.

The **Treasurer** shall be accountable for all money transactions of The Society 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 of Directors and maintain fiscal stability and accountability. The Treasurer will be appointed by a majority vote of the Board of Directors and may serve more than four terms.

ARTICLE VI - Board of Directors

The governing body of The Society shall be the Board of Directors made up of the President, the Vice President, the Secretary, the Treasurer, the chairs of all standing committees. 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.

Officers and Board members may be removed for cause by a vote of 2/3 of the Board.

Vacancies arising on the board shall be filled for the unexpired term by appointment made by the remaining Board members.

The Board of Directors 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 general membership at a regular meeting.

ARTICLE VII - MEETINGS

General membership meetings may be held throughout the year at the discretion of the board. All meetings other than Officers meetings and Special board meetings shall be open to all members. Any non-member in attendance must proxy through any attending Officer any comments or suggestions. 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 VIII - FISCAL YEAR

The fiscal year shall be January 1 to December 31 of each year.

ARTICLE IX - 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 X – DISSOLUTION OF THE CORPORATION

This corporation is not for profit and no part of its earnings shall insure to the benefit of any private shareholder or individual. Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Federal Tax Code), or shall distribute the same to the

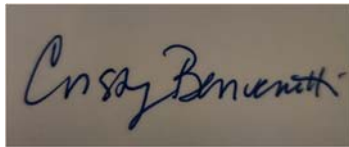
Federal Government, or to a state or local government for the public purpose. Any such assets not so disposed of shall be disposed of by order of the Superior Code of the State of New Jersey in the judicial district where the principal office of the corporation is then located, exclusively for such purpose or to such organizations organized and operated exclusively for such purposes as said court shall determine.

ARTICLE XI – RULES OF PROCEDURE

When not otherwise herein provided, Robert’s Rules of Order, Newly Revised, shall govern all procedures at Board or Society meetings.

ADOPTED effective the 25 day of February, 2022.

President:

A rectangular box containing a handwritten signature in black ink. The signature appears to read "Cristy Benvenuti".

Cristy Benvenuti