
MO BLUES ASSOCIATION, INC. BY-LAWS

ADOPTED OCTOBER 4, 1999, AMENDED ON NOVEMBER 15, 2007 AND NOVEMBER 19, 2009

ARTICLE I – NAME

The name of this organization is MO Blues Association, Inc.

ARTICLE II - PURPOSES AND RESTRICTIONS

The purposes of MO Blues Association, Inc. shall be those non-profit purposes stated in the Articles of Incorporation, as may be amended. No part of the net earnings or other assets of the Association shall inure to the benefit of, be distributed to or among, or revert to any director, officer, contributor, or other private individual having directly or indirectly, any personal or private interest in the activities of the Association, except that the Association may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

ARTICLE III – OFFICE

Section 1 - The principal office of MO Blues Association, Inc. shall be located in the City of Jefferson City. The Association may have such other offices within or without the City of Jefferson City as may be required.

Section 2 - The registered office of MO Blues Association, Inc. required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri.

ARTICLE IV – MEMBERSHIP

Section 1 - MO Blues Association, Inc. shall have members.

Section 2 - Types of memberships: There shall be several types of members to include individual, family, student, band, and business, corporate, honorary and any other deemed necessary by the Board of Directors.

Section 3 - Eligibility: Regular voting membership will be open to anyone interested in the promotion, support and preservation of Blues music.

Section 4 - Term of Membership: Term of membership shall be determined by the Board of Directors.

ARTICLE V – DUES

It will be the responsibility of the Board of Directors of MO Blues Association, Inc. to work with MO Blues Association, Inc. membership to review an annual dues structure and manage MO Blues Association, Inc. dues, in accordance with these by-laws.

ARTICLE VI - FISCAL YEAR

The fiscal year of MO Blues Association, Inc. shall begin January 1 and end December 31.

ARTIICLE VII – INDEMNIFICATION

Each person who is or was a director or officer of MO Blues Association, Inc., including the heirs, executors, administrators, or estate of such persons, shall be indemnified by the Association to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a director or offer of MO Blues Association, Inc. The indemnification provided by this By-Law provision shall not be exclusive of any other right to which he or she may be entitled under any other By-Laws or agreement, vote of disinterested directors, or otherwise.

ARTICLE VIII – OFFICERS

Section 1 - Composition: There will be four officers of MO Blues Association, Inc. - a President, Vice President, Secretary, and Treasurer - who shall be elected from the membership by the membership at its Annual Meeting to represent and act on behalf of MO Blues Association, Inc. For conflict of interest reasons, no member who owns or manages a music venue may serve as an officer.

Section 2 - Term of Office: The term of office for the President, Vice President, Secretary, and Treasurer shall be one year beginning at the first board meeting after the Annual Meeting.

Section 3 - President Responsibilities:

- a. serve on the MO Blues Association, Inc. Board of Directors;
- b. act as spokesperson of MO Blues Association, Inc. on behalf of MO Blues Association, Inc. membership;
- c. call and preside over meetings of MO Blues Association, Inc. Board of Directors and all MO Blues Association, Inc. meetings;
- d. submit an annual report of all activities to the members;
- e. make such committee or board replacement appointments as needed; and

- f. oversee all MO Blues Association, Inc standing committees to insure their proper functioning.

Section 4 - Vice President Responsibilities:

- a. serve on MO Blues Association, Inc. Board of Directors;
- b. serve in the absence of the President;
- c. in the case of a President's permanent absence the Vice President may succeed to the office of the President and fulfill the remaining term until the next elections; and
- d. perform other duties requested by the President.

Section 5 - Secretary Responsibilities:

- a. serve on MO Blues Association, Inc. Board of Directors;
- b. Secretary shall record proceedings of all Board Meetings and General Membership meetings. Minutes from Board meetings shall be distributed to Board members at least 5 days prior to next board meeting. General Membership meeting minutes shall be distributed to all membership via newsletter and/or website. Any minutes from any meeting are available to membership or members of general public upon written request, provided that any confidential elements are redacted.
- c. issue notices of meetings and conference calls;
- d. handle correspondence;
- e. coordinate with the membership committee to keep accurate records of the membership;
- f. serve in the absence of the President and Vice President; and
- g. perform other duties requested by the President.

Section 6 - Treasurer Responsibilities:

- a. serve on MO Blues Association, Inc. Board of Directors;
- b. ensure that appropriate records are kept of all MO Blues Association, Inc. monies;
- c. **All monies are deposited in a timely and businesslike manner;**
- d. ensure that all expenditures are approved by the MO Blues Association, Inc. Board of Directors through the Association's annual budget;
- e. **all invoices are satisfied in a timely manner;**
- f. ensure a yearly internal audit of all MO Blues Association, Inc. financial records for which the office of Treasurer will provide all budget, banking and supporting documentation necessary to complete internal audit.
- g. perform other duties as requested by the President.

ARTICLE IX - BOARD OF DIRECTORS

Section 1 - Composition:

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MO Blues Association, Inc. Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, and at least five regular board members, who shall work with the officers on behalf of the mission statement of MO Blues Association, Inc. The Board Members shall be elected by the General Membership at its Annual Meeting. ~~For conflict of interest reasons no member who~~

~~owns or manages a music venue may serve as a Board member.~~ In addition, the immediate past-president may serve as an ex-officio member of the board.

Section 2 - Term of Office:

Board Officers serve one year term. Board members serve two year terms. There will be no term limits for Board members.

Section 3 - Accountability:

MO Blues Association, Inc. Board of Directors shall be responsible to the membership for representing MO Blues Association, Inc. positions and other matters to the full extend of the duties and powers.

Section 4 - Duties and Powers:

MO Blues Association, Inc. Board of Directors shall:

- a. develop communication channels to facilitate sharing among members and to ensure that positions adopted by MO Blues Association, Inc. Board of Directors reflect the majority opinion of the membership;
- b. build consensus among members and approve MO Blues Association, Inc. positions to address issues and concerns regarding administrative issues, public policy, and legislative matters;
- c. develop and approve an annual budget in November of each year and make the budget available to the General Membership for approval at the Annual Meeting in December of each year;
- d. manage funds as needed to support the purpose and other activities of MO Blues Association, Inc.;
- e. plan and oversee the activities and projects of MO Blues Association, Inc.; and
- f. plan and manage at least one Annual Meeting of the membership; and
- g. appoint committees as needed;
- h. execute and abide by such agreements as the Board may see fit or which are required by any state, federal or local law pertaining the governance of the MO Blues Association, Inc., including but not limited to a Confidentiality Agreement;
- i. remove any board member for failing to perform duties as described herein or who is in violation of such agreement(s) adopted by the Board. A board member may be removed by an affirmative vote of two-third of the current board members.

Section 5 - Quorum

Meetings of the Board of Directors are based on the approved annual calendar providing members with ample notice of all meetings. Special meetings must be announced by the President and/or Secretary a minimum of 5 days before the scheduled special meeting. A quorum shall be constituted by the members present at a regular or special board meeting.

Section 6 – Meetings

MO Blues Associations, Inc. Board of Directors will conduct Meetings face to face or by means of other telecommunications on a monthly basis for any month in which there is not a scheduled General Membership Meeting. Additional Board Meetings may be convened as deemed necessary to conduct the business of the Association at the joint request of any two Board Members.

Section 7 - Vacancies: In the event of a vacancy in the office of Vice President, Secretary, Treasurer, or other regular board member, the MO Blues Association, Inc. Board President may appoint replacements from the membership to carry out the vacant officer's term.

Section 8 - Board Member Responsibilities:

- a. serve on MO Blues Association Board of Directors to provide a variety of approaches in support of our mission statement;
- b. prepare and approve policy as appropriate or needed in support of our mission statement;
- c. coordinate with and assist MO Blues Association, Inc. Standing Committees;
- d. chair or co-chair at least one event from the official calendar and/or standing committee annually;
- e. perform other duties requested by the President.

Section 9 - Compensation: MO Blues Association, Inc. Board Members shall serve without compensation.

ARTICLE X - STANDING COMMITTEES

Section 1 - Purpose: Standing Committees shall be created to facilitate the work of MO Blues Association, Inc.

Section 2 - Function: Standing Committees will include but no be limited to:

- a. Blues In The Schools Committee
- b. Events Committee
- c. Communication Committee
- d. Membership Committee
- e. Finance Committee
- f. Nominating Committee, and
- g. Ad Hoc Committees as needed or required.

Section 3 - Composition: Standing Committees shall consist of any willing volunteers, whether members or non-members, and are not limited to any specific number of members. Should a committee member be unable to fulfill the term of office, the Standing Committee Chair will be responsible for selecting a replacement.

Section 4 - Election of the Chair for Standing Committees: Committee chairs will first be appointed by the board. The MO Blues Association, Inc. Board of Directors shall have the power to remove and or replace any committee chair if it is in the best interest of the association.

Section 5 - Term of Office: Members of the Standing Committees will serve for a term of one year, and may serve as many terms as they are willing to serve as long as they work to support the committee's efforts.

Section 6 - Accountability: The members of the Standing Committees shall be responsible to MO Blues Association, Inc. Board of Directors to develop proposals and communicate said proposals for their approval. Standing Committee members shall report to their committee chair and or the MO Blues Association, Inc. Board of Directors.

Section 7 - Meetings: The Standing Committees will meet as directed by the Chair.

Section 8 - Quorum: A quorum of the Standing Committee will be a majority of its regular voting members.

Section 9 - Compensation: Standing Committee members shall serve without compensation.

ARTICLE XI - ELECTIONS

Section 1 - Election of Officers and MO Blues Association, Inc. Board of Directors Members: A Nominating Committee will be appointed by the Board of Directors and chaired by an appointed Board Member to solicit candidates for office from the membership and to prepare a slate of candidates for each office to be filled. This list of candidates will be present to the General Membership meeting. Nominations from the floor will be accepted at this time.

Section 2 - Voting Procedures: In the event that ~~no~~ officer elections are uncontested, no ballot is necessary. If officer positions are contested, the slate of candidates will be mailed to voting members at least 15 days before the Annual Meeting in December. Each voting member will submit one ballot to the Nominating Committee by the start of business of the January meeting. A candidate receiving a simple majority of the vote for any office will be declared elected.

ARTICLE XII - MEETING OF THE GENERAL MEMBERSHIP

Section 1 - General Membership meetings: Meetings of MO Blues Association, Inc. shall be held as determined by the MO Blues Association, Inc. Board of Directors. General Membership meetings will be held to:

- a. receive reports and updates on local, state, and national issues related to Blues;
- b. provide a forum for discussion of critical issues;
- c. volunteer for local Blues events as appropriate or needed;
- d. conduct other business of MO Blues Association, Inc.

Section 2 - Annual Meeting: The Annual Meeting of the General Membership will be held in December.

Section 3 - Voting: All paid membership types shall have one vote.

Section 4 - Notice of meetings: Notice of meetings shall appear in newsletter, on website and via email at least ten days prior to the meeting.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Roberts Rules of Order Revised will govern meetings of MO Blues Association, Inc. in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XIV - AMENDMENTS

Amendments to these By-Laws, as necessary or suitable to assure the fair, reasonable and equitable administration of the Mo Blues Association, Inc., shall first be adopted by the Board of Directors and then submitted for approval at any regular meeting by a simple majority vote of MO Blues Association, Inc. membership present and voting, provided that notice of all proposed amendments subject to an upcoming vote has been provided to voting members 30 days prior to the scheduled meeting.

ARTICLE XV - DISSOLVING THE ORGANIZATION

Section 1 - If for any reason no members of the MO Blues Association Inc. want to serve on the Board of Directors or any board wants bring the MO Blues Association Inc to an end this organization will need to be dissolved and the following procedures must be followed.

Section 2 - An honest attempt to find any persons who will continue the mission of MO Blues and will serve as a Board of Directors should be made. If no member, former members or persons outside the organization can be located then an advertisement shall run once a week for one month in multiple papers including newspapers in Jefferson City, Columbia and in area papers such as the Ad Tracker, Ad Finder or similar area wide papers. The ad will state that interested parties are being sought to run this organization and state the deadline and the fact that MO Blues Association, Inc. will end if no interested persons are located. This same information will also be posted on the MO Blues website if it is still functioning.

Section 3 - If no persons can be located to take over the MO Blues Association the assets of the organization need to be accounted for. Spending off the funds on events, parties or similar functions is not allowed.

- a. All outstanding bills will be paid;
- b. An honest attempt should be made to sell or auction any non monetary assets including but not limited to supplies and equipment that were purchased by MO Blues funds. All funds from the sale of assets shall be deposited into the MO Blues Association Inc bank account;
- c. A final outside audit using a professional book keeping or tax service shall be done;
- d. All funds accounted for shall be donated to one of the following organizations as a whole or divided among them:
 - a. The Blues Foundation, or
 - b. Music Maker Relief Foundation.

- e. If for some reason these organizations are no longer operating then the funds should be donated to a similar non-profit Blues organization.
- f. The Secretary of State of Missouri, IRS and the Blues Foundation should be notified that The MO Blues Association, Inc has been dissolved. A final financial accounting should be sent to the Secretary of State and IRS as there will be no person to contact in the future.