

# **LAS VEGAS BLUES SOCIETY BYLAWS**

ADOPTED DATE: January 9, 2018

## **ARTICLE 1: NAME, AREA, ADDRESS**

1.1 The organization shall be known as the Las Vegas Blues Society (hereinafter referred to as the "LVBS") and it shall be an Affiliate of the Blues Foundation.

1.2 The geographic area of the LVBS shall consist of the geographic areas of Las Vegas and communities within an approximate 200 mile radius of the Las Vegas Valley including but not limited to Boulder City, NV; Henderson, NV; Mesquite, NV; St. George, UT; Moapa Valley/Logandale, NV; Pahrump, NV; Laughlin, NV; Kingman, AZ; Baker, CA; Barstow, CA; Riverside, CA; Lake Havasu City, AZ; and Beatty, NV.

1.3 The official address of the LVBS shall be: PO BOX 31145 Las Vegas, NV 89173.

## **ARTICLE 2: MISSION AND OBJECTIVES**

2.1 The Mission of the LVBS shall be to preserve and promote Blues Music and its history in the community.

2.2 Objectives of the LVBS include but are not limited to:

- a) Providing a forum to discuss Blues Music, its performers, performances, writers, promoters and historians, both past and present;
- b) Increasing awareness of blues events, performers, venues, publications and recordings;
- c) Providing access to Blues Music through events and educational endeavors.

## **ARTICLE 3: LEGAL**

3.1 Articles of Incorporation: The LVBS was incorporated on April 7, 2006; or otherwise is categorized under Nevada Revised Statutes (NRS) Chapter 81 as a non-profit association. The LVBS's assigned Employer Identification Number (EIN) is 56-2571810.

3.2 The LVBS is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or any successor statute that provides tax-exempt status.

- a) The assets of the LVBS are permanently dedicated to tax-exempt purposes.
- b) In the event of the dissolution of the LVBS, the remaining assets will be distributed to the Blues Foundation or another Blues organization that is consistent with our Mission, or, if that is not available, for a tax-exempt purpose, or to the federal, state or local government for a public purpose.

3.3 The LVBS, nor any Member, Officer or Trustee acting on its behalf, may not conduct any activity which would violate any law or ruling concerning its non-profit or tax-exempt status, including, but not limited to:

- a) The use of any part of the net earnings of the LVBS for the benefit of any person having a personal and private interest in, or a substantial influence over, the organization.
- b) Any participation in campaign activity for or against political candidates.
- c) Any attempt to influence legislation as a substantial part of the activities of the LVBS.

3.4 The fiscal year of the LVBS shall be the calendar year January 1st through December 31st.

3.5 The LVBS shall not provide, nor permit the use of, its Membership information to any Member or outside party unless its use is in the furtherance of the LVBS and its Mission, and is specifically authorized by a majority vote by the Board of Trustees (hereinafter referred to as the Board).

#### **ARTICLE 4: MEMBERSHIP**

4.1 Any individual or organization may join the LVBS by completing the membership application and paying the appropriate annual dues.

4.2 The LVBS, nor any Member, Officer or Trustee acting on its behalf in any manner, will not discriminate on the basis or age, gender, sexual orientation, marital status, veteran status, disability, race, color, national origin, creed, or religion.

4.3 Standard Memberships. Members in these categories are entitled to all LVBS privileges, including the right to vote and eligibility to hold office.

a) Individual Membership.

b) Family Membership. Family Members are spouses or two domestic partners. They are entitled to one vote each and each may hold office simultaneously. Children of these Members, under 18 years of age and living at home, shall enjoy membership privileges to the extent that they are offered, but are not eligible to vote or hold office.

c) Band (Organization) Membership. A Band Member may be any lawful organization or business.

4.4 Special Memberships.

a) Contributing Membership. A Contributing Member of the LVBS may be any individual, family or (band) organization. The minimum contribution to qualify for this level of membership shall be set annually by the Board at the Annual Board Meeting. The Contributing Member shall have all the rights and privileges associated with their category of Standard Membership. The Contributing Member shall be recognized as such during the Annual Membership Meeting and on the LVBS website and within special event promotional materials if that Member wishes to be recognized.

b) Benefactor Membership. A Benefactor Member of the LVBS may be any individual, family or organization. The additional contribution to qualify for this level of membership shall be set annually by the Board at the Annual Board Meeting. The contribution level shall be significantly higher than that of a Contributing Members. The Benefactor Member

shall have all the rights and privileges associated with their category of Standard Membership. The Benefactor Member shall be recognized as such during the Annual Membership Meeting and on the LVBS website and within special event promotional materials.

c) Honorary Membership. Any person may be elected as an Honorary Member by a unanimous vote of the Board or by nomination and approval by a majority of the Membership present at a Membership Meeting. Honorary Members do not pay dues, cannot vote and cannot hold office, but do have all other rights and privileges associated with LVBS Membership and are held in the highest regard. Honorary Memberships will be reviewed at the Annual Board Meeting and may be renewed by an affirmative vote of 75% of the Board Members present. The Honorary Member shall be recognized as such during the Annual Membership Meeting and on the LVBS website and within special event promotional materials.

4.5 The Board may create additional membership categories as it deems necessary.

4.6 The Membership Year begins on the date of payment of the appropriate annual dues and, if not renewed, membership expires at the end of the month of that date the following year.

4.7 Except for non-payment of dues, no Membership may be revoked without a hearing before the Board taking into consideration all of the relevant facts and circumstances.

a) Any Member whose continued Membership is found to be not in the best interests of the LVBS may have their Membership revoked.

b) A written statement of circumstances allegedly constituting grounds for revocation shall be submitted to the Member by the Board at the last physical or electronic address designated by the Member.

c) This notice shall set a date, not less than seven (7) days from its submission, for a Board Meeting at which the Member will have the right to present evidence in their behalf, either written or oral.

d) The Board may then vote on the revocation or vote to continue considering the matter. A majority vote of the Board is required to revoke a Membership.

## **ARTICLE 5: BOARD OF TRUSTEES**

5.1 The executive, financial, and general administrative functions of the LVBS shall be vested in the Board of Trustees whose members shall be the Officers and Trustees hereinafter referred to as the "Board." No Member is authorized to act on behalf of the LVBS without Board approval.

5.2 The Board shall consist of at least seven (7) and no more than eleven (11) LVBS Members serving terms of one (1) year each by a majority vote of the members voting. They shall hold office for the ensuing year(s). No reduction in the number of Board members shall cut short the term of any Officer or Trustee.

5.3 In the event of a vacant Trustee or Officer position, the remaining Board members may elect, at a Regular or additional Board Meeting, by majority vote of those voting, an Interim Board member to serve until the next annual election.

5.4 Duties of the Board shall include but not be limited to furthering the Mission of the LVBS. Board members shall endeavor to attend, promote, and market LVBS events.

5.5 Any Board member missing two meetings in a row, and not providing a majority of the remaining Board members with an acceptable reason prior to the meeting, has forfeited his or her Board position and that position is then vacant.

5.6 Any Board member may resign at any time by notifying the Board in person, or in writing at the official address of the LVBS or via email to the President of the LVBS. The resignation is effective at such time as stated in the resignation.

5.7 No Board members shall receive financial compensation for his or her service to the LVBS unless approved by a majority vote of the Board.

#### 5.8 Officers

a) There shall be four (4) LVBS Officers designated as President, Vice-President, Treasurer, and Secretary.

b) An outgoing President serves as an advisor to the Board for a term of one (1) year, but does not vote unless otherwise entitled.

c) No Member may hold more than one Officer position simultaneously.

d) Officers serve at the will of the Board. Any Officer whose continued membership on the Board is found to be not in the best interests of the LVBS may be removed from office. A written statement of circumstances allegedly constituting grounds for removal shall be submitted to the Officer, and to the remaining Board, signed by at least three (3) Board members, at the official address of the LVBS or in person during a Monthly Board Meeting. The Board will then set an agenda item at the next Monthly Board Meeting at which the accession Board members and the Officer will have the right to present evidence in their behalf, either written or oral. The Board may then vote on the removal or vote to continue considering the matter. Removal requires an affirmative vote of a majority of those Members voting. Removal is immediate.

#### 5.9 Duties of Officers

a) The President shall: Preside at the LVBS meetings; Call special meetings as may be necessary; Be authorized in the absence of the Treasurer, to execute financial transactions on behalf of the LVBS as directed by the Board; Conduct both internal and external business on behalf of the LVBS; Sign contracts and other documents on behalf of the LVBS, as approved by the Board; Appoint chairpersons for standing or ad hoc committees; Tally election results with the Secretary; For purposes of compliance with NRS 81.720, serve as the Manager of the LVBS; Compile a list of Board accomplishments for the prior year including a summary of musical and music related events held, upcoming goals of the Board for the LVBS for the year, treasury and membership standings, recognition of special members, sponsors and venues, and other such information, for presentation at the Annual Membership Meeting. This report shall also be disseminated electronically to the LVBS membership.

b) The Vice-President shall: Preside at the LVBS meetings in the absence of the President; Assume powers and duties of the President should the President be unable to perform; Temporarily assume responsibilities that are being unmet by the Board until such needs can be adequately addressed; Coordinate with regional and national Blues Societies and

regional music related non-profits to hold joint functions and events; Prepare a monthly newsletter outlining Board actions, new members, sponsors and preferred venues, and upcoming music and music related events; and other duties as may be required by the Board.

c) The Secretary shall: Prepare agendas for each meeting held to be distributed no later than five (5) days before the meeting; Prepare draft meeting minutes of each meeting held to be distributed no later than five (5) days after the meeting for review and comment; Prepare final meeting minutes to be distributed no later than fourteen (14) days after the meeting; Compile and distribute ballots to the LVBS membership according to established time frames; Annually review and lead efforts to update established Board Goals, Policies and Plans; Tally election results with the President; Field inquiries from the website; Manage LVBS Bylaw amendments; Retain all historical documentation related to the LVBS including but not limited to meeting minutes, treasury reports, receipts and transaction information, general correspondence, etc; and other duties as may be required by the Board.

d) The Treasurer shall: Receive, deposit and disburse monies as directed by the Board; Prepare a Monthly Treasury Report listing amounts of money received and sources of that money, accounts payed and to whom, to be orally presented to the Board, and hard copies of this report distributed to the Officers, at the Monthly Board Meeting; Establish and maintain bank accounts, bank cards, electronic payments, and check books; Maintain signatory authority on all bank accounts in conjunction with one other Officer to maintain a system of checks and balances; Establish and keep current, an online banking profile on behalf of the LVBS; Annually file an annual IRS Form 990 and if necessary the IRS Form 1023 tax forms to the IRS; Be available to present current and historic tax and treasury information upon request of the LVBS or IRS; Manage and check the LVBS post office box at least monthly; Ensure all cyclic payables are met; and other duties as may be required by the Board.

#### 5.10 Trustees

a) There shall be at least three (3) and no more than seven (7) Trustees designated as follows: Membership Trustee (1), Hospitality Trustee(s) (1-2), Programming Trustee(s) (1-2), Grants & Education Trustee (1), and a Marketing & Media Trustee (1). These positions may be combined within the existing Board upon written agreement until a full Board can be reached by appointment, or by the next election.

b) Trustees serve at the will of the Membership. Any Trustee whose continued membership on the Board is found to be not in the best interests of the LVBS may be removed from office. A written statement of circumstances allegedly constituting grounds for removal shall be submitted to the Trustee, and to the Board, signed by at least three (3) Members, at the official address of the LVBS. The Board shall set a date not less than seven (7), nor more than thirty (30), days from receipt of such statement for a Membership meeting at which the accession Members and the Trustee will have the right to present evidence in their behalf, either written or oral. The Membership may then vote on the removal or vote to continue considering the matter. Removal requires an affirmative vote of a majority of those Members voting. Removal is immediate.

#### 5.11 Duties of Trustees

a) The Membership Trustee shall:; Maintain the Membership Database including adding new members, encouraging members that have memberships that have recently or that are close to expiration to renew; Maintain a current membership list for use by the Board; Prepare and maintain an events calendar; Pursue bids for swag and purchase LVBS swag upon

Board approval; Pursue innovative and creative ideas to attract and retain members; and other duties as may be required by the Board.

b) The Hospitality Trustee(s) (up to two Trustees can fill this role) shall: Attend LVBS related functions; Promote the growth of the LVBS by soliciting membership; Take video and photos of LVBS related functions and post to the LVBS social media outlets; Solicit donations for auctions and purchase and/or coordinate refreshments as requested by the Board for LVBS functions; Promote and market attendance to LVBS events; and other duties as may be required by the Board.

c) The Programming Trustee(s) (up to two Trustees can fill this role) shall: Maintain relationships with Blues Music related artists and venues featuring the genre; Seek out new Blues musicians and venues and encourage their participation in LVBS functions; Manage musicians and musician related needs during LVBS functions; Maintain an active LVBS calendar of music related events with efforts made to ensure quality diverse candidates; Encourage participation of national Blues Musicians that may be visiting the area; Ensure payment between venues and musicians; Manage contracts related to these functions as directed by the Board; and other duties as may be required by the Board.

d) The Grants & Education Trustee shall: Actively seek and maintain partnerships within the regional educational community to promote the Blues Music genre; Actively promote and manage the blues in schools initiative; Actively seek grant funding to further the causes of the LVBS; Find avenues to feature local youth musicians; and other duties as may be required by the Board.

e) The Marketing & Media Trustee shall: Actively manage LVBS social media outlets; Manage either in house, or by contract, the LVBS website; Regularly and actively market and promote LVBS events through print, social media, radio, and/or other media outlets; and other duties as may be required by the Board.

5.12 Officer and Trustee duties may be transferred amongst willing Board members as necessary upon written agreement.

## **ARTICLE 6: MEETINGS**

6.1 The Board shall hold a Monthly Board Meeting during the first week of each month, or as soon thereafter as possible. The date, time and place to be determined by the Board, and posted on the LVBS website. The first hour of the Monthly Board Meeting will be for Board Members only and after that hour will be open to the entire LVBS Membership.

6.2 The Board will have an Annual Board Meeting in January of each year. The purpose of this Meeting is to set LVBS membership category, preferred and non-preferred venue, and sponsorship pricing points; and set the goals for the Board for the year.

6.3 The Board will hold an Annual Membership Meeting during the month of February of each year.

a) The date, time and place will be determined by the Board, which will make a reasonable effort to notify each Member at the last physical or electronic address designated by the Member, no less than fourteen (14) days prior to such meeting.

b) The purpose of this meeting shall be to celebrate the LVBS, introduce the newly elected Board to the Membership, outline the Board's goals for the upcoming year and prior years accomplishments, present current financial and membership data, recognize

honored members and community partners, and other general information pertinent to the LVBS.

6.4 Additional Membership meetings may be called by the President, a majority vote of the Board, or by written request of 10% of the Membership. The date, time and place will be determined by the Board, which will make a reasonable effort to notify each Member at the last physical or electronic address designated by the Member, no less than seven (7) days prior to such meeting.

6.5 A quorum of the Membership at any Annual or Additional Membership Meeting shall be the number of Members voting, if the Members have been properly notified of such meeting in accordance with these Bylaws. If there has not been proper notification, items may be discussed, but no vote of the Membership shall be binding.

6.6 Additional Meetings of the Board may be called by the President or by any three (3) Trustees at any time. All Trustees must be notified of such meetings at least seven (7) days in advance. Additional Meetings may be held physically or electronically.

6.7 There must be a majority of the Board present to have a binding vote. Any resolution requires an affirmative vote of a majority of the Trustees present to pass. Voting may be by ballot, voice or electronic means, although written ballots may be requested by any Trustee.

6.8 A conflict of interest exists if one or more LVBS Member(s) could experience direct or indirect personal gain or loss due to the outcome of a Board resolution or committee vote. LVBS Members have an affirmative duty to disclose to the Board all material facts or any conflict of interest. LVBS Members that are party to a conflict of interest situation are disqualified from voting on any matter pertaining to the issue and, at the discretion of the President or other Board member chairing the meeting, may be asked to leave the meeting area during discussions and voting.

6.9 Unless otherwise provided, "Robert's Rule of Order" shall govern the procedure for all meetings.

## **ARTICLE 7: COMMITTEES**

### **7.1 Nominating Committee**

a) The Board shall appoint a temporary Nominating Committee consisting of the current President, two members of the Board and two members of the LVBS membership. The Committee members shall be appointed a least sixty (60) days prior to the LVBS meeting that will include the voting for officers.

b) The function of the Nominating Committee is to propose candidates for the elective offices of the Board across a spectrum of the LVBS membership including but not limited to Blues Music musicians, promoters, venue owners, educators, non-profit managers, and dedicated fans. The Nominees must be current LVBS members or agree to become so.

c) A request for nominations shall be sent to all Members at least fourteen (14) days before the ballots are sent.

c) The Nominating Committee shall prepare a list of nominees for the Board of Trustees, obtain the nominees acceptance, and present the slate of candidates to the Board at the Monthly Board Meeting in November.

#### 7.2 Other Committees

a) The Board may appoint temporary committees as it deems necessary, provided such appointments do not conflict with other provisions of the Bylaws. Committees shall be chaired by the applicable Board member and partnered with members of the LVBS with expertise in the subject area, other community partners or interested parties, or by contract as approved by the Board. Any expenditures must be approved by the Board.

### **ARTICLE 8: ELECTIONS**

8.1 The election process shall begin in September of each year with the Board selecting a Nominating Committee as defined in 7.1.

a) The slate of candidates shall be presented to the Board at the Monthly Board Meeting in November.

b) An electronic request for additional nominations shall be sent by the Secretary within fourteen (14) days after the November Monthly Board Meeting with a request that nominations be received no later than December 1st.

c) The full ballot, along with a Notification of the Annual Membership Meeting, shall be transmitted electronically to the LVBS membership by the Secretary by December 14 of each year.

d) Members may vote in person in writing, by mail to the LVBS postal address, or by responding to the electronic ballot notification to both the Secretary and the President, until the end of the election day (11:59PM) December 31st.

e) Election results shall be determined by a majority of the Members voting.

f) Election results shall be tallied by the President and the Secretary.

g) The newly elected Trustees shall take office at the first Board Meeting after the election in January.

h) An introduction of each candidate shall occur at the Annual Membership Meeting in February.

8.2 In the event that less than five (5) nominations are received prior to the election, the current members of the Board may remain in their positions until such time as the Board closes the affairs of the LVBS, or another election with at least five (5) candidates is held. Interim appointments may be made by majority agreement of Board members voting until the subsequent election is held.

### **ARTICLE 9: AMENDMENTS**

9.1 Any member may propose an amendment of the Bylaws to the Board. Before the amendment can be submitted for consideration by the LVBS membership, it must be approved by a majority of the Board.

9.2 The Secretary shall promptly distribute the proposed and Board-endorsed Bylaws amendment to the LVBS membership, and formal adoption of the Amendment shall occur if a majority of the LVBS membership voting agrees to the changes.



9.3 Unless otherwise noted in the amendment, a proposed amendment receiving the majority vote, shall become effective immediately and members notified.

9.4 Within ninety (90) days after amending the LVBS Bylaws, the Marketing & Media Trustee shall post the amended Bylaws on the LVBS website & social media outlets.

9.5 These Bylaws shall be reviewed at a minimum of at least once every five years by the Board for consistency and applicability.

## **ARTICLE 10: OBLIGATIONS, LIABILITY AND WAIVER NOTICE**

10.1 No contract or loan obligation may be made in the name of the LVBS without approval by the Board of Trustees.

10.2 No Trustee, Officer, or Member of the LVBS shall be personally liable to the LVBS or its Members for monetary damages for their rightful conduct as a LVBS member within the guidelines of these Bylaws and any applicable statutes.

10.3 All persons or corporations extending credit to, contracting with, or having claims against the LVBS shall look only to the funds and property of the LVBS for payment.

10.4 A Trustee, Officer or Member rightfully acting as an agent of the LVBS shall be indemnified against expenses, including attorneys fees, judgments, fines and amounts paid in settlement, incurred by him or her in connection with any civil action, suit or proceeding in which he or she may be named as a party, and which is in connection with his or her duties as an agent of the LVBS, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the LVBS. The Trustee, Officer or Member must have been acting within the guidelines of these Bylaws and any applicable statutes.

10.5 Whenever any notice is required to be given to any Trustee, Officer or Member of the LVBS, a waiver thereof by the person or persons entitled to such notice, whether before or after the time set for the required notice, shall be deemed equivalent to the giving of such a notice.

I attest the foregoing Bylaws were duly amended on, \_\_\_\_\_ January 9, 2018 \_\_\_\_\_  
in accordance with the provisions for amending these Bylaws.

**Patrick Anthony**

\_\_\_\_\_  
President LVBS

**Jimmy Carpenter**

\_\_\_\_\_  
Vice-President, LVBS