

January 12, 2014



**BYLAWS
OF**

The Northeast Ohio Blues Association, Inc. (NEOBA)

**ARTICLE I
OFFICES**

Section 1 - Registered Office. The Northeast Ohio Blues Association (NEOBA) shall at all times maintain in the State of Ohio a registered agent, whose business office shall be the registered office of The Northeast Ohio Blues Association (NEOBA).

**ARTICLE II
PURPOSES**

Section 1 - Nature of Corporation. The Northeast Ohio Blues Association, Inc. - a nonprofit corporation formed in Ohio, herein referred to as NEOBA, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued there under.

Section 2 - Primary Purposes. NEOBA is organized to achieve the following: *The mission of the Northeast Ohio Blues Association, a 501(c)(3) organization, is to support the cultural significance of Blues, America's true roots music, through educational endeavors and promotional events.* This mission is set forth in its Articles of Incorporation which are filed with the State of Ohio.

**ARTICLE III
MEMBERSHIP**

Section 1 - Membership. Membership shall be open to any interested party. Membership is valid for one year upon payment of annual dues.

Section 2 - Dues. Annual membership dues shall be payable according to the amount set by the Board of Directors.

ARTICLE IV MEETINGS

Section 1 - The Annual Election Meeting. There will be an annual election meeting each year at a place designated by the President. Notice of the annual meeting shall be announced to the membership at least 30 days prior to the annual meeting. Notice of the meeting shall be given by newsletters, mailing or email. The major purpose of the annual meeting is to elect the Board of Directors. Members who have joined NEOBA at least 30 days before the election or have renewed by the day of the election shall have the right to nominate and vote for Board members or vote on any other matter.

Section 2 - General Membership Meetings. General membership meetings shall be held at least quarterly on a date and at a place to be determined by the President. Notice of the meetings shall be given by newsletters, mailing or email.

Section 3 - Board Meetings. Board members can select the structure for their meetings, but the meetings must be held at least quarterly at a place determined by the President. Members can be invited to these meetings based on the discretion of the President. These members must be in good standing and if invited to attend can voice opinions but not vote on matters of interest to NEOBA.

Section 4 - Special Officers Meeting. Special meetings for a specific purpose may be called by the President or at the request of any Board member at any time. Notice must be given to each Board member 3-5 days prior to the meeting. If a special meeting is called, it is mandatory that the President attend. If the President cannot attend he/she must notify the Officer requesting the meeting and a date that is more suitable for both must be agreed upon. The specific purpose must be stated in the notice and no other business shall be transacted.

A. Meetings can be held by phone or computer when time constraints and a compelling reason make it necessary.

B. Any business conducted at any special meeting must be reported in the next regular membership meeting.

Section 5. Quorum and Proxies. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of NEOBA and shall have full power, by majority vote, to adopt rules and regulations, governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of eight (8) individuals, four (4) will be the Officers of the Corporation (President, Vice President, Secretary and Treasurer) and four (4) will be independent Directors. Election to the Board of Directors shall be by majority vote of the active membership, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of one (1) year and thereafter until his successor is elected and qualified.

Section 3. Officers. The Board of Directors may designate from among board members a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe. The officers term shall commence at the conclusion of the Annual Election Meeting.

A. The President shall be chief Executive Officer of NEOBA and shall administer the operation of NEOBA and shall preside at all NEOBA meetings. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall call extra meetings if required, appoint committees not otherwise provided for, and shall perform all other duties normally required by the office.

B. The Vice President shall assist the President in the discharge of those duties and preside in the absence of the President. The VP shall also assist the President to fill vacancies in other offices when necessary.

C. The Secretary shall record all Officer, Board of Director and Membership meetings, make such reports and perform other duties, such as NEOBA correspondence, as are incidental to the office. They must maintain a membership data base.

D. The Treasurer shall keep an accurate account of all financial transactions of NEOBA, shall receive and disburse all money, and shall pay bills justly accrued by NEOBA, keep such records, make such reports, and perform other duties as are incidental to the office. They shall be responsible for the filing of all tax returns. The Treasurer shall prepare an end of year operating report for the board's review. The Treasurer's accounts shall be audited once a year by a non-member or firm selected by the President and approved by the other officers.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 5. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 6. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving NEOBA in any other capacity and receiving compensation

therefore.

Section 7. Informal Action. Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 8. Resignation; Removal. (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of NEOBA or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of NEOBA would be served thereby.

ARTICLE VI REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 3. Officers. The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 8. Powers. Each regular committee shall have such powers as the Board of Directors

may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

**ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of NEOBA, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of NEOBA, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of NEOBA, shall be signed by such designated Officer or Officers and/or agent or agents of NEOBA and in such manner as shall from time to time be determined by resolution of the Board of Directors.

2.1 - SPENDING GUIDELINES – These guidelines are in place for officers and members of the board only.

- A.** Necessary Expenses \$30.00 and under do not require prior approval. Notify the Treasurer as soon as a purchase is made and be able to provide the treasurer a receipt.
- B.** Necessary Expenses between \$31.00 and \$74.00 require approval from the Treasurer BEFORE the purchase is made to be sure the funds are available and not needed elsewhere. A receipt is to be provided to the treasurer.
- C.** Any purchase over \$75.00 must go before the Officers and the Board and requires their approval via a majority vote BEFORE the purchase is made. The only exception will be purchases related to NEOBA’s Annual Blues Challenge for which a budget has already been voted on and approved. Receipts are required.
- D.** Any expenses by members need to have prior board approval. (i.e. fundraising expenses) Receipts are required.

Section 3. Deposits. All funds of NEOBA shall be deposited from time to time to the credit of NEOBA in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of NEOBA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of NEOBA. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Ohio, and any other relevant jurisdiction.

**ARTICLE VIII
BOOKS AND RECORDS**

NEOBA shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX INDEMNIFICATION

The members and Officers of this corporation and their private property, shall not be liable in any manner for corporate debts, obligations, undertakings, or liabilities and members and officers shall be exempted and indemnified against any personal expense, losses, or distribution of the corporate property or funds, or by any reason of any acts of commission or omission on their part in the conduct of the corporate affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors of wrongdoing of agents, brokers, attorneys, or servants, nor for interest on funds temporarily idle.

ARTICLE X FISCAL YEAR

The fiscal year of NEOBA shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of **Ohio** or under the provisions of the Articles of Incorporation or the Bylaws of NEOBA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

*Amended: Article VII section 2.1 added 3/30/14