

BY-LAWS OF THE SOUTH SOUND BLUES ASSOCIATION

Incorporated August 5, 2005

I. ORGANIZATION

The members of this Association, The South Sound Blues Association have, at a meeting duly called and assembled, adopted the following bylaws to govern the affairs of this Association. The South Sound Blues Association shall be referred to herein as the Association.

II. OBJECTIVES

The objectives of the Association are to educate the general public about the musical art form known as the Blues through performance, by enhancing appreciation and understanding, through interpretation, preservation, promotion and education.

The Association will make all events it sponsors open to the general public. The Association is a non-profit volunteer organization. It is expressly intended that the Association will carry out these objectives in such a manner as is legal under the laws of Washington State as well as to qualify as a tax exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954.

A. Ethics Clause

South Sound Blues Association Board members and Officers will conduct themselves in a gracious, dignified and honorable manner, reflecting their position on the Board when working with members, sponsors and other Board members.

A Board member or Officer of the Association may not suggest, request or solicit gifts of any kind from a sponsor or potential sponsor of the Association; including but not limited to free meals, drinks, tickets, entry to festivals, etc. without written consent of the Board. A Board member or Officer, will at all times, maintain a level of public decorum reflecting his/her responsibilities as a representative of the Association, while attending Sponsor events or Association sponsored events. Board members are prohibited from using the influence of the Association for any personal gain or political influence.

A Board member must abstain from any vote taken by the Board, which will result in personal gain for that Board member.

Complaints received from members, sponsors or potential sponsors regarding ethics violations will be investigated by a committee set up by the Board. This committee will investigate the complaint and suggest corrective action, if required, to be taken by the Board to resolve the issue.

A Director removed due to an Ethics violation will not be eligible to serve as a Director or as Committee Chair for two years.

B. Nondiscrimination Policy

The Association does not and will not discriminate against any person or organization on the basis of race, color, creed, religion, gender, sexual orientation or national origin.

III. AFFILIATION

The Association shall affiliate with The Blues Foundation.

IV. DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the Association shall after payment of necessary expenses be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code as determined by the Board of Directors.

V. MEMBERSHIP AND DUES

A. Active Member Classifications

i. Individual Members

Any person who subscribes to the objectives of the Association shall be eligible for membership and may be admitted for membership upon written application to the Membership Director and payment of dues. Each individual member is entitled to one (1) vote.

ii. Family Group Members

Husband, wife and children or two adults residing in the same household shall be eligible for Family Group Membership. Family Group Membership application and admittance shall be made as stated in paragraph IV(A)(i) above. Each Family Group Membership shall be entitled to two (2) votes.

iii. Student, Military or Senior Members

Full-time students, active military personnel or senior citizens over the age of 65 are eligible for the same membership as individual members at a discounted rate to be determined by the Board. Proof of eligibility may be required to obtain this discount. Each student, military or senior member is entitled to one (1) vote.

iv. Lifetime Members

Any dues-paying member will be granted status as a Lifetime Member upon receipt by the Treasurer of a fee equivalent to ten (10) years current, single or family, membership dues. Lifetime members may run for election to any office at will in accordance with the Bylaws of the Association. Voting rights are the same as for an individual or family member.

v. Musician Members

This is a specially designated general membership category that is available to members of a band or individual musicians. The privileges are the same as for an individual member and each musician member is entitled to one (1) vote.

B. Honorary Members

Any person who has made an outstanding contribution to the objectives of the Association may be elected as an Honorary Member upon recommendation of the Board of Directors and a simple majority of members present and voting at any regularly scheduled member meeting. Honorary Members shall be exempt from the annual dues but shall be entitled to all the privileges of an active membership to include voting rights.

No person who has been made an Honorary Member (non-dues-paying) of the Association may serve as a Board Director. An Honorary Member may give up that status to become a dues-paying member, in which case he/she will be eligible to run for and serve as a Director, but may not return to Honorary status after claiming dues-paying status.

C. Corporate Members

Associations or businesses will be admitted as a Corporate Member upon written application to the Membership Director and payment to the Treasurer of an annual Corporate Membership fee. The Corporate Membership fee will be set annually by the Board of Directors. Corporate Memberships will be listed on the Association web site and in each issue of the official newsletter of the Association. Corporate Membership shall be entitled to one vote. Additional benefits for Corporate Membership at various contribution levels will be decided upon by the Board and offered equally to all Corporate Memberships who contribute to the Association at the required level.

D. Dues

The amount of the Association's annual dues shall be recommended by the Board of Directors to the membership at the General Meeting. Approval shall require consent of two-thirds (2/3) of the members present and voting and shall be due and payable on membership renewal date.

E. Delinquent Members

Memberships expire one year from date of enrollment. The Membership Committee will notify members on or before the date of renewal that dues are due and payable. The Membership Committee shall advise the Board of Directors monthly of members suspended for failure to pay

dues timely. Membership shall be suspended for non-payment of annual dues 90 days after membership renewal date.

F. Dues are not refundable.

VI. MEETINGS

A. The Annual Meeting

The Annual Meeting of the Association shall be held in March of each year at a place designated by the President. Notice will be made to the membership at least 30 days prior to the date of the meeting.

B. Voting

Members who are qualified to vote and in good standing shall have the right to elect Directors, remove Directors and vote on any other matter coming before the membership. Voting to elect Directors will be by secret ballot at the annual meeting. No proxy votes are allowed. Unless otherwise provided in the Bylaws, the Constitution or as required by law, all votes shall be determined by a majority of those voting.

C. Special Meetings

Special meetings of the membership for a specific purpose may be called at any time by the President or by petition of a majority of the members of the Board.

D. General Membership Meetings

General membership meetings may be held on a monthly basis at a place, date, and time that best accommodates the meeting as determined by the Board. The General Membership shall be notified of the date, place, and times of the monthly meeting in the preceding month's newsletter and/or via electronic distribution and at least two weeks prior to the date of the meeting. Content and activities of the monthly meeting shall be determined by the Board. The Board may also cancel a monthly meeting if no place or date is acceptable to hold such a meeting. The Board may also combine the monthly meeting with another event determined to be of interest to the general membership as determined by the Board. Notice of combined meetings shall be the same as a standard monthly meeting.

VII. BOARD OF DIRECTORS

A. Board Make Up

The Board of Directors shall consist of not less than nine (9) nor more than eleven (11) members elected by the general membership at the annual meeting.

B. Control of the Organization

Control of the organization shall be vested solely in the Board of Directors, which shall have charge of the affairs and assets of the Association. The Board of Directors shall have the power and authority to perform all acts and functions related to the transaction of Association business in accordance with these Bylaws. Each member of the Board of Directors present at the meeting shall be entitled to one vote on each issue coming before the Board. Proxy votes are not allowed. Directors shall not be compensated for their service. This shall not preclude any director from receiving compensation when serving in any other capacity as approved by the Board of Directors.

C. Board Meetings

Meetings of the Board of Directors shall be held monthly on a date and at a place to be determined by the President. At least five (5) days advance notice shall be given by the Secretary or other designee of the President for each meeting.

D. Open Board Meetings

Board meetings shall be open to all Association members in good standing who shall be entitled to a voice but no vote.

Association members in good standing may attend Board meetings as observers only. No more than 10 members may attend any one Board meeting. Members must first contact the President to get approval before attending a Board meeting. Members may not address the Board during the meeting, except as follows.

If a member in good standing has a valid reason for addressing the Board at a regular Board meeting, that member must first clear their attendance with the President and submit in writing the subject of their concern for review. The member will then be assigned time on the agenda to address the Board. No member may address the Board without prior approval.

E. Special Board Meetings

Special Board of Directors' meetings may be called by the President or at the request of four members of the Board of Directors. Three days notice shall be given by the Secretary to all Directors prior to these Board meetings.

F. Committees Reporting to the Board

Chairpersons of all committees shall attend Board of Directors meetings upon 24 hours request of the Board in writing directly or via electronic distribution to report on the ongoing status of any committee currently engaged in any activity by the Association.

G. Nominations and Elections of Board Directors

i. The president, with the approval of the Board of Directors, shall appoint an Elections Committee consisting of five (5) members, a minimum of one who shall be an elected board member not up for re-election. The Committee shall advertise for nominees for election according to the Association procedures. Each nominee must be a member in good standing and give their consent to appear on the ballot. Nominations will be open from the floor at the Annual Meeting.

ii. The list of officers to be elected shall include the offices of President, Vice President, Secretary and Treasurer. Officer terms shall be one (1) year beginning each April 1.

iii. To be elected, a candidate must receive a majority of the votes cast. In the event of a plurality or a tie, a run-off election will be held between the two candidates receiving the most votes.

H. Board of Directors

i. The number of directors may be increased or decreased by amendment to these Bylaws in the manner set forth herein provided however, that when the number of Directors is decreased by such an amendment, each Director then in office shall continue to serve until expiration of his/her term or until his/her death, resignation, or removal, whichever occurs first.

ii. Director vacancies shall be filled by a majority vote of the remaining Directors. The Director positions so filled will be open for election at the next annual meeting.

iii. Directors shall not miss more than three (3) Board of Directors meetings per year. Any Director who does so, shall at the Board's discretion be disqualified from office and may be replaced by the Board for the unexpired term of the Director.

iv. Terms of office of a member of the Board of Directors shall be determined in accordance with the following: Odd-numbered positions (1, 3, 5, 7, 9, 11) will be one-year terms for the 2006 election year. Commencing with the 2007 election year, and every odd year thereafter, these Board positions will be elected to two-year terms. Commencing with the 2006 election year, and every even year thereafter, even-numbered Board positions (2, 4, 6, 8, 10) will be elected to two-year terms.

v. Association members who are interested in serving on the Board should submit a written notice of their availability to the Board of Directors.

VIII. OFFICERS OF THE ASSOCIATION

A. Officers of the Board of Directors

The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer to be elected by the Board of Directors for a term of one year.

B. Office of the President

The President shall be the Chief Executive Officer of the Association, shall administer the operation of the Association and shall preside at all Association and Board of Directors' meetings. The President shall be an ex-officio member of all committees. The President shall call extra business meetings if required, appoint committees not otherwise provided for and shall perform all other duties normally required by the office.

C. Office of the Vice-President

The Vice-President shall assist the President in the discharge of assigned duties, preside as President in his/her absence and temporarily fill vacancies in other offices when necessary.

D. Office of the Secretary

The Secretary shall record all Association meetings, keep the minutes of all Board of Directors' meetings, have charge of all Association papers, keep such records, make such reports, and perform other such duties as are incidental to the office.

E. Office of the Treasurer

The Treasurer shall keep accurate accounts of all financial transactions of the Association, shall receive and disburse all monies, and shall pay all bills justly accrued by the Association. The Treasurer's accounts shall be audited periodically by the Board of Directors or by an individual or firm selected by the Board of Directors.

F. Officer Vacancies. Officer vacancies shall be filled by a member selected by the Board of Directors to complete the unexpired term of office.

IX. COMMITTEES

A. Standing Committees

The standing committees shall be: Membership, Sponsorship, Public Relations, Events, Newsletter, Archives, Merchandise and others so designated by the President and approved by the Board of Directors. Chairpersons of these committees shall be appointed by the President and

approved by the Board of Directors. Replacement or removal of committee chairpersons can be similarly made at the discretion of the Board of Directors.

B. Membership Committee

The Membership Committee shall be responsible for maintaining records of current membership, encouraging membership participation in the Association and its activities, and explaining the advantages and privileges available to Association members.

C. Public Relations Committee

The Public Relations committee shall be responsible for the public relations and publicity for the Association.

D. Events Committee

The Events Committee shall be responsible for organizing special events such as, but not limited to, fundraisers, festivals or other activities as directed by the Board.

E. Archives Committee

The Archives Committee shall be responsible for collecting all documents and recordings of historical value for the purpose of educating members and the public of their unique value.

F. Special Committees

Special Committees shall consist of all committees other than the Standing Committees. Such committees shall be appointed by the President with the approval of the Board of Directors. The Special Committee chairperson may appoint additional members to assist them at their discretion. Members of these committees shall attend Board of Directors' meeting quarterly or when requested by the President, and shall have a voice but no vote in the transaction of the Board of Directors' business.

X. ADMINISTRATIVE YEAR

The administrative year shall begin following elections at the Annual Meeting and end at the Annual Meeting the following year.

XI. QUORUM

A. General Meetings

Ten percent or ten of the members having the right to vote, whichever is the greater number, shall constitute a quorum at Association meetings held for elections, action on Bylaws, and Association business which may be conducted by the Membership unless otherwise provided

for in the Constitution and Bylaws. Committees will operate under the simple majority rule of members present at a committee meeting.

B. Board Meetings

A quorum is required before any vote may be taken on any motion before the Board. A quorum shall consist of more than 50% of the elected Directors eligible to vote.

XII. FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

XIII. RULES OF PROCEDURE

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

XIV. INDEMNIFICATION

A. Indemnifications

The Association may indemnify or obligate itself to indemnify, an individual made a party to a proceeding because s/he is or was a Director, against liability incurred in the proceeding if s/he acted in a manner s/he believed in good faith to be in, or not opposed to, the best interests of the Association, and in the case of any criminal proceeding, s/he had no reasonable cause to believe their conduct was unlawful as dictated by the laws of Washington State.

B. Requirements

The Association may not indemnify a Director until a determination has been made that indemnification of the Director is permissible under the circumstances s/he has met the standard of conduct acceptable as a Director.

C. Determinations

The determination as required in paragraph XIV(B) above shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding(s).

XV. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board or by a majority secret ballot vote of the membership of the Association at any annual or special meeting.