



Bylaws of the Lowcountry Blues Club, Charleston, South Carolina October 15, 2017

ARTICLE I - NAME

The name of the organization shall be Lowcountry Blues Club, herein referred to as “The Club” or “The Blues Club”

ARTICLE II - PURPOSE

Section A. Our Mission Statement-

The Club has been formed to bring together people interested in music; to give support and encouragement to our music community; to promote the music genre known as Blues, it’s history, heritage and future; and also to encourage varied musical pursuits throughout the greater Lowcountry community; to educate musicians and those interested in music; and to create opportunities for musicians to share their music and to network with other musicians.

Section B. Membership provides opportunities throughout the Lowcountry area and beyond that would often not be available to an individual. Because The Club is a volunteer driven organization, any event or activity may be cancelled if volunteers are not available to perform duties to pursue the event.

Section C. The Association has been formed for the purpose of conducting a Music community association exclusively for community benefits and not for profit. Earnings are exclusively for the benefit of the Association and its members. The Association is not organized for business purposes or profit.

Section D. The Association may be dissolved at the direction of a simple majority of the Officers of the Association (hereinafter “The Board”). In the event of

dissolution, the residual assets of this organization shall be turned over to another organization that is exempt from Federal Income Tax.

ARTICLE III – MEMBERSHIP AND DUES

Section A. Membership is open to all persons who have paid annual dues. The Board of the Association shall have the following powers:

1. To expel or suspend members;
2. To require the collection of dues and charges to retain membership in this Association;
3. To appoint such subordinate officers, agents, or advisors as the business of the Association may require, prescribe their duties, length of service, and fix their compensation.
4. To make, amend and delete the Bylaws of the Association. The activities of the Association and its affairs shall be conducted by the Board in any manner consistent with the Bylaws.

Section B. The Voting Officers of the Board shall consist of all Officers, except the President. In the event of a tie, the President will provide the deciding vote.

Section C. Two-thirds (2/3) of the members present at any called meeting may direct the Board to take such action as they deem appropriate and consistent with the Bylaws. For the purposes of directing the Board, a called meeting must have at least ten (10) days' notice given for the meeting (notice will be given via social media).

Section D. Dues for the following year shall be set by the Board; announced at the September meeting; and are payable by January 1st (membership year is for the calendar year from January through December).

ARTICLE IV –BOARD OF DIRECTORS

Section A. The affairs of the Association shall be directed by a Board of Directors (Officers) as described in detail below. In addition, the Board may create up to two (2) additional Board member positions not to exceed a maximum of twelve (12), as necessary to fulfill the mission and vision of the Club. Board members (also known as officers) shall be persons meeting conditions for leadership, as well as holding membership status as prescribed in Article V. When a Board position becomes available, Club members will be notified via social media and interested members should submit their qualifications to the Board President. The approved member shall be confirmed by a simple majority vote of the Voting Officers. Each Officer shall have one (1) vote in decisions of the Board. In the event of a tie, the President shall be the deciding vote. There shall be no absentee voting or voting by proxy.

1. President - The President shall preside at all membership-wide meetings of the Association and shall generally direct and supervise all business of the Association as approved by the Board. In addition, the President shall preside at all meetings of the Board and shall be Chair thereof. The President has authority to make disbursements using currently acceptable methods (check, online, automatic payment, etc) and sign papers that shall be approved by the Board. The President shall be chosen from among the active Board by a simple majority vote of the Voting Officers. In the event that there is no one available from the active Board, the position may be filled by a former Board member who is an active member of the Club. In case there is no current or former board member willing to act as President, then the Chair may be chosen from the current Blues Club membership. The President shall, if needed, appoint the person(s) responsible for taking minutes for all meetings of the Board.

2. Vice-President - In the absence, death or disability of the President, or at the request of the President, the Vice-President shall perform all the duties of the President and shall be vested with all the powers of the President. The Vice-President shall exercise and discharge such other duties as may be determined by the President and/or the Board. The Vice President has authority to make disbursements using currently acceptable methods (check, on-line, automatic payment, etc) and sign papers that shall be approved by the Board. The Vice-President shall be chosen from the active Board by a simple majority vote of the Voting Officers. In the event that there is no one available from the active Board, the position may be filled by a former Board member who is an active member of the Club by a simple majority vote of the Voting Officers. In case there is no current or former board member willing to act as Vice-President, then the Vice-President may be chosen from the current Club membership.

3. Chief Creative Officer - will oversee and research opportunities for performances, contests, venues and other opportunities for the Club. It will be the responsibility of this position to recruit assistance from the members of The Club to volunteer in the planning, organizing, and advertising of such events. If this position is not filled by a member in good standing, the duties that are vital to the Club will be dispersed to other Board members until such time that a member shall come forward to fill this opening. Those duties that are not vital will be eliminated until the position is filled.

4. Music Education Coordinator - will oversee and research opportunities for music education for the Club. It will be the responsibility of this position to recruit assistance from the members of The Club to volunteer in the planning, organizing, and advertising of such events. If this position is not filled by a member in good standing, the duties that are vital to the Association will be dispersed to other Board members until such time that a member shall come forward to fill this opening. Those duties that are not vital will be eliminated until the position is filled.

5. Membership Secretary - The Membership Secretary shall process applications and prepare fees for deposit from prospective Association members, maintain current membership rolls, prepare rosters, This Officer is required to submit a report for every Board meeting and provide updated rosters at each club event. If this position is not filled by a member in good standing, the duties that are vital to the Association will be dispersed to other Board members until such time that a member shall come forward to fill this opening. Those duties that are not vital will be eliminated until the position is filled.

6. Club Secretary - The Club Secretary shall prepare donations and fees for deposit that are collected at Jams and other functions. The Club Secretary will maintain the Club "Football" (A file containing the Club's records including minutes from meetings and treasury reports) This officer will keep and make copies keeping all currently used documents on hand for Club use during Club functions. This officer will take minutes at all Club meetings. If this position is not filled by a member in good standing, the duties that are vital to the Association will be dispersed to other Board members until such time that a member shall come forward to fill this opening. Those duties that are not vital will be eliminated until the position is filled.

7. Master of Jams – The Master of Jams shall preside at all Blues Jams upholding the Club's Bylaws and Operating Guidelines. In order to fulfill these duties, and to ensure the fair and equal treatment of everyone at the jams, the Master of Jams will have the authority to make decisions during Jams that are conducive to creating a fun and fair Jam for everyone. In the absence, death or disability of the Master of Jams, or at the request of the Master of Jams (with the approval of the Board) a suitable substitute shall be appointed to perform all the duties of the Master of Jams and shall be vested with all the powers of the Master of Jams. If this position is not filled by a member in good standing, the duties that are vital to the Association will be dispersed to other Board members until such time that a member shall come forward to fill this opening. Those duties that are not vital will be eliminated until the position is filled.

8. Treasurer - The Treasurer shall receive and disburse all monies for the Club; complete and submit all federal and state paperwork; and render financial reports to the President for each Board meeting and at other times when so directed by the President. The Treasurer shall deposit, in the name of the Club, in a bank or banks as designated by the Voting Officers, all monies received. The Treasurer shall draw and sign all checks of the Club in a bank or banks as designated by the Voting Officers of all monies disbursed. All disbursements must be made using currently acceptable methods (check, on-line, automatic payment, etc.) Expenditures paid under emergency situations shall be approved by the Voting Officers who also may approve funds from sources other than Association dues and disburse the same at their discretion. If this position is not filled by a member

in good standing, the duties that are vital to the Association will be dispersed to other Board members until such time that a member shall come forward to fill this opening. Those duties that are not vital will be eliminated until the position is filled.

9. Public Relations Hospitality Officer - The PR Hospitality Officer shall be responsible for internal relations of the Club. This position will greet people at all jams and other functions, make sure the tip jar is promoted, circulated, counted/collected, and all monies given to the Treasurer at all jams and other functions, make sure flyers are distributed at all jams and other functions, be available to answer questions and direct people at all jams and other functions. The PR Hospitality Officer is responsible for assuring these duties are performed at every event, these duties may be delegated as long as they are covered by a specific person for every event, as approved by the Board. In the absence of any delegated person or committee the responsibilities will fall to the PR Hospitality Officer. Any appointed administrators/Committees will report to the PR Hospitality Officer so that the PR Hospitality Officer will always be up to date and able to report to the Board. If this position is not filled by a member in good standing, the duties that are vital to the Club will be dispersed to other Board members until such time that a member shall come forward to fill this opening. Those duties that are not vital will be eliminated until the position is filled.

10. Public Relations Media Officer - The PR Media Officer shall be responsible for all external relations of the Club. This will include: advertising of all Club wide events, getting events listed on the Club website, in publications, hard copy and social media. The PR Media Officer will coordinate all of the advertising duties done for the Club. The PR Media officer shall perform these duties and may delegate some of these duties to an appropriate administrator or committee, as approved by the Board. These may include a Website Administrator/Committee, a Social Media Administrator/Committee, and/or a Publications Administrator/Committee. In the absence of any committee the responsibilities will fall to the PR Media Officer. Any appointed administrators/Committees will report to the PR Media Officer so that the PR Media Officer will always be up to date and able to report to the Board. If this position is not filled by a member in good standing, the duties that are vital to the Club will be dispersed to other Board members until such time that a member shall come forward to fill this opening. Those duties that are not vital will be eliminated until the position is filled.

Committees –

Website Administrator/Committee – Reports to PR Officer, not a voting Board position.

Social Media Administrator/Committee - Reports to PR Officer, not a voting Board position.

Publications Administrator/Committee - Reports to PR Officer, not a voting Board position.

Legal Committee – Reports to the Board, not a voting Board position. This committee will serve the Club as with legal advice, and may be asked to serve as Parliamentarian. Legal committee will also update and keep current registered agent for corporation.

Special Event Administrator/Committee – Reports to the Board, not a voting Board position..

Article 4 Section B.

Board meetings shall be held every month. The Board shall determine the date and time. The Executive Committee Officers and Standing Committee Chairpersons shall attend each Board meeting and shall exercise one vote each. The Board may waive a monthly Board meeting when there is no pertinent business to consider.

All Board members shall take office on January 1. Term of office shall be for a minimum of one (1) year with a recommendation that at least two (2) Board members serve at least two (2) consecutive years so as to promote continuity. It is expected that the Treasurer is able to serve two years to allow for the staggering of their positions to ensure that continuity in processing financial affairs for the Club exists. Board members shall serve for the duration of their term, or until termination of their membership, resignation, or removal, whichever is earlier. If a Board member is unable to complete his/her term of office, the Voting Officers shall appoint a temporary member to fill the unexpired term. During a year when a change of leadership will occur, a time of training and/or shadowing of the current leader may be designated to prepare the incoming leader for the future role.

Section D. No Board member shall hold more than one (1) Board position at a time unless approved by the Voting Officers of the Board. No one Board member will ever have more than one vote no matter how many positions they fill.

Section E. Term Limits: No Board member shall hold a position for more than four years. Under special conditions a majority vote of the Board may overrule the term limit if it is deemed necessary by the Board. Board members may remain on the Board longer than four years by taking another Board position.

Section F. Meetings of the Board may be called, held, or conducted in accordance with such rules and procedures as they may adopt. A 51% majority of the Voting Officers shall constitute a quorum for any decisions of the Board. Board meetings are open to all members of the Association, as outlined in the Operating Guidelines.

Section G. All disbursements must be made using currently acceptable methods (check, online, automatic payment, etc.) which shall be authorized for signature

by the AP Treasurer, Chair, or Vice-Chair. Expenditures for payments of expenses or bills and expenditures under emergency situations shall be approved by the Voting Officers who may also approve funds from sources other than Association dues and disburse the same at their discretion.

ARTICLE V

Membership Section A. Qualifications to gain membership or maintain membership in this Association are:

1. Concurring with the Guidelines of the Association:
2. Paying annual dues, the amount of which will be approved by the Officers;
3. Actively participating in Club activities. Demonstrating an active, supportive interest in The Club.

Section B. Disqualifications for obtaining membership or maintaining membership privileges and reasons for termination:

1. Membership may also be terminated by a simple majority vote of the Voting Officers for violation of these Bylaws, for violation of rules and regulations of the Association or for conduct unbecoming a member or for other due cause as determined by a hearing held by the Officers to which the member in question will be provided a reasonable opportunity to attend and to speak. "Reasonable opportunity" is defined as including no less than ten (10) days nor more than thirty (30) days prior notice of the hearing. Any person whose membership in the Association has been terminated can rejoin only by permission of a majority of the Voting Officers. The Voting Officers shall have the right to reject any application for membership if, in the opinion of the Officers, due cause for said rejection exists.
2. The Club membership roster is solely for Club use and is never to be used for commercial or non-Club purposes. If a member violates this policy, the Voting Officers may consider termination of membership privileges.

ARTICLE VI - MEETINGS

Section A. Meetings of the General Membership shall generally be held quarterly, On the Second Sunday of January, April, July, and October. The Board may reschedule meetings for other days/times to meet the interests of Members, to accommodate performing artists, or to make use of special venues. When possible, the Board shall notify Members via mail or email at least one month prior to a change in meeting time or date.

Section B. All General Meetings are open to the public.

Section C. The outgoing Board shall hold a joint meeting with the incoming Board between the October Meeting and January meeting to assure a smooth transfer of duties.

Section D. Board meetings will be held monthly, on the first Sunday of each month and may be cancelled with concurrence of the Board.