

Houston Blues Society

The Houston Blues Society is a non-profit 501(c)(3) corporation.

Bylaws of The Houston Blues Society

Amended and Adopted: January 19, 2004

Amended and Adopted: May 22, 2016

Article I: Name

The name of the Organization shall be The Houston Blues Society, Inc.

Article II: Purposes

The purpose of the Organization shall be to provide for the study, research, and preservation of the blues culture and music unique to Houston, Texas, and the Texas Gulf Coast and for the continued development of the blues tradition in Houston, Texas, and increased public awareness of the existence and value of that tradition.

Article III: Membership

Section 1. Membership in the Organization shall be open to any person who supports the purposes of the Organization and who shall have paid annual dues on or before the 19th day of June of each calendar year. Members shall be entitled to attend meetings and to vote in Elections and on issues presented to the Membership at any General Meeting. Members are entitled to attend meetings of the Board of Directors and may, in accordance with the Rules of Order and Board procedure, present statements or questions to the Board of Directors for consideration.

Section 2. The Board of Directors may, at its discretion, create such additional categories of Membership as it may deem appropriate. Dues for these additional categories of Membership shall be established by the Board of Directors. Members in these additional categories shall be entitled to the same privileges as Regular Members, except that where the category of Membership is for a Family, two individuals shall be entitled to one vote each in any Organization election.

Section 3. The Board of Directors may, at its discretion, designate certain persons as Honorary Members of the Organization. Honorary Members shall be entitled to the same privileges as Regular Members, except that they shall be exempt from the payment of regular dues.

Section 4. No Member shall use the name, slogan, or other attribute of the Organization in such a way as to imply endorsement by the Organization of any activity unless such activity has been approved by the Board of Directors or the General Membership.

Article IV: Board of Directors

Section 1. The Board of Directors shall consist of the five elected Officers and seven other Directors. Of the seven Directors who are not Officers, four shall be elected by the Members at the General Meeting and three shall be appointed by the Board of Directors at the first Regular Meeting of the Board of Directors following the General Meeting at which the Election is held.

Section 2. The Board of Directors shall conduct the regular business of the Organization.

Section 3. The Term of Office of Elected Directors of the Board of Directors shall be two years, beginning at the first Regular Meeting of the Board of Directors following their Election.

Section 4. The Term of Office of Appointed Directors shall be one year.

Section 5. No person shall serve as an Elected Director or Officer of the Organization for a period of time exceeding four consecutive years. Persons having served four consecutive years as an Officer or Director of the Organization shall be ineligible for election as an Officer or Director for a period of one year following the fourth consecutive year of service.

Section 6. The Board of Directors shall meet in regular session on the third Monday of each month. Time, day and place of the Regular Meeting may be changed at the discretion of the Board of Directors provided that Organization Members are notified of such change at least three days prior to the regularly scheduled date, including notification by electronic mail.

Section 7. Additional Special Meetings of the Board of Directors may be called at the discretion of the President of the Organization or by a quorum of the Board of Directors.

Section 8. Any vacancy occurring in the position of Director or prior to the expiration of a Director's Term of Office, whether by resignation or otherwise, shall be filled by the Board of Directors, at its discretion, by a majority vote of the remaining Directors. A Director elected to fill such a vacancy shall be elected for the unexpired term of his or her predecessor in Office.

Section 9. Any Director who shall fail to perform the duties of the Office of Director, either by repeated failure to attend meetings of the Board, or by malfeasance or misconduct, or by other failure to discharge the duties of the Office shall be subject to removal from office.

A motion to notify a Director of intent to declare the Office vacant may be presented by any Director or Officer. If three Directors or Officers vote for the motion, a notice of intent to declare the Office vacant, with details of offenses, shall be sent to the named Director. The named Director shall be invited to respond at the next regularly scheduled Board Meeting. Should the Director fail to appear, or fail to respond to the satisfaction of the remaining Directors and Officers, a motion to declare the Office vacant may be presented by any Director or Officer. If two-thirds of the Directors and Officers in attendance vote for the motion, the Office shall be vacant.

Article V: Officers

Section 1. The Officers of the Organization shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Parliamentarian. The Officers of the Society shall constitute an Executive Committee.

Section 2. The Officers shall be Members of the Organization in good standing and shall be elected by the Regular Membership at the General Meeting. Officers shall serve for one year, beginning at the first Regular Meeting of the Board of Directors following the Election at the General Meeting on or about the 19th day of June.

Section 3. The President shall preside at all Regular and Special Meetings of the Organization, including meetings of the Board of Directors. The President shall co-sign all checks drawn for expenditures of the Organization when the amount of the expenditure exceeds two hundred fifty dollars (\$250). The President shall appoint the Chairpersons of all Committees except for the Nominations Committee. The President shall prepare the agenda for the General Meeting.

Section 4. The Vice President shall preside at all meetings in the absence of the President. The Vice President shall have the powers and duties assigned to the President upon the event of the President's inability to perform said duties due to absence or resignation.

Section 5. The Secretary shall preside at all meetings in the absence of the President and Vice President. The Secretary shall keep an accurate record of proceedings of all meetings, attend to all correspondence, act as custodian of all current Organization records, files and archives, and keep current Membership lists and attendance records.

Section 6. The Treasurer shall preside at all meetings in the absence of the President, Vice President and Secretary. The Treasurer shall keep a faithful and current record of all monies received and disbursed and report same to the Board of Directors at each meeting. He shall be prepared to give a detailed financial report to the Board of Directors upon the request of the Board. The Treasurer shall prepare an Annual Financial Report for presentation to the Membership at the General Meeting. The Treasurer shall bring the checkbook of the Organization to

each meeting of the Board of Directors and secure the necessary signatures for expenditures authorized by the Board of Directors.

Section 7. The Parliamentarian shall preside at all meetings in the absence of the other Officers. The Parliamentarian shall be responsible for strict observation of the Rules of Order and shall be timekeeper in the case of limited debate.

Section 8. Any vacancy occurring prior to the expiration of any of the five Officers' terms, whether by resignation or otherwise, shall be filled by the Board of Directors, at its discretion, by a majority vote of the remaining Directors. An Officer elected to fill such a vacancy shall be elected for the unexpired term of his or her predecessor in Office.

Section 9. Any Officer who shall fail to perform the duties of the Office, either by repeated failure to attend meetings of the Board, or by malfeasance or misconduct, or by other failure to discharge the duties of the Office shall be subject to removal from Office. A motion to notify an Officer of intent to declare the Office vacant may be presented by any Director or Officer. If three Directors or Officers vote for the motion, a notice of intent to declare the Office vacant, with details of offenses, shall be sent to the named Officer. The named Officer shall be invited to respond at the next regularly scheduled Board Meeting. Should the Officer fail to appear, or fail to respond to the satisfaction of the remaining Directors and Officers, a motion to declare the Office vacant may be presented by any Director or Officer. If two-thirds of the Directors and Officers in attendance vote for the motion, the Office shall be vacant.

Article VI: Committees

Section 1. The Committees of the Organization shall consist of a Nominations Committee, an Advisory Committee, an Executive Committee, a Membership Committee and such other Committees as may be designated by the Board of Directors. The Chairperson of each such other Committee shall serve at the pleasure of the Board.

Section 2. The Nominations Committee shall consist of a Chairperson and four Members and shall be appointed by the Directors present at the first meeting of the Board after the General Meeting. The Chairperson of the Nominations Committee shall serve for one year from the date of his or her appointment or until the next Election of Officers and Directors, whichever occurs first.

Section 3. The Advisory Committee shall consist of persons who have distinguished themselves by their contributions to the purpose of the Organization. The Chairperson and Members of the Advisory Committee shall be chosen by the President and approved by a majority of the Board of Directors. Members of the Advisory Committee shall serve for two years, beginning on the date of the first Regular Meeting of the Board of Directors following the appointment of Advisory Committee Members. The Advisory Committee shall meet at its own discretion or at the request of the President or the Board of Directors to offer advice and support to the Organization.

Section 4. The Executive Committee shall consist of the five Officers of the Society. The Executive Committee shall be empowered to meet in extraordinary session at its own discretion to conduct business of the Society, which it considers urgent, and requiring immediate action. Any action taken by the Executive Committee shall be reported to the Board of Directors at the next Regular Meeting. Any action taken by the Executive Committee must be presented to the Board of Directors for ratification in Regular Meeting. Any action taken by the Executive Committee, which fails ratification by the Board of Directors, shall be rescinded.

Article VII: Meetings

The Members shall meet in General Meeting once each year on or about the 19th day of June. The President of the Organization shall present the agenda, which shall include the Annual Financial Report, Committee Reports of interest to the Members, and the Report of the Nominations Committee. Members shall be notified of the time and place of the General Meeting at least thirty days prior to the Meeting. Additional Special General Meetings may be called at such other times as may be designated by the Board of Directors.

Article VIII: Elections

Section 1. At least thirty days prior to the General Meeting at which the Election is to be held, the Nominations Committee shall report to the Board of Directors. The Report shall consist of a list of candidates: one or more candidates for each of the Offices and the two Elected Directorships held by those persons whose terms are expiring. The Board of Directors may discuss, debate, approve or amend the Committee Report. The approved Report of the Nominations Committee shall be made available to the Members of the Organization by prepared ballot at least two weeks prior to the General Meeting at which the Election is to be held.

Section 2. The Report of the Nominations Committee shall be presented to the Members at the General Meeting. Additional nominations may be made from the floor in accordance with the Rules of Order.

Section 3. The Election procedure for the Election of Officers and Directors shall be by written or electronic ballot and shall be conducted according to procedures set forth by the Board of Directors, except that procedures shall require that voting shall be restricted to Members who have paid dues for the current membership year and all Honorary Members.

Section 4. Any other issues presented to the Membership for vote shall be considered approved if they are approved by a majority of the Members present and voting.

Article IX: Quorum

Section 1. A quorum for the Board of Directors shall consist of no fewer than six of the twelve Directors.

Section 2. A quorum of the Membership shall consist of the number of Members present at any Regular or Special Meeting of the Organization; provided an attempt has been made to notify all Members of the Organization of the time, place, and agenda of the Meeting.

Article X: Expenditures

Section 1. In general, no expenditure of Organization funds shall be made without the approval of the Board of Directors.

Section 2. No Officer, Director or Member of the Organization shall make any verbal or written commitment of Organization funds without prior approval of the Executive Committee or the Board of Directors.

Article XI: Amendments

Section 1. Amendments to the Bylaws may be proposed by any Member at any time and submitted to the Board of Directors for approval. If approved by the Board, proposed amendments shall be presented for action by the Members at a Special General Meeting for Consideration of Bylaws Amendments. No other business shall be conducted at the Special General Meeting.

Section 2. Proposed Amendments to the Bylaws may also be proposed by petition of 30 percent of the Regular Members, regardless of action by Board of Directors.

Section 3. Notice of any Special General Meeting at which proposed Amendments to the Bylaws are to be presented must be given to the Members at least 30 days prior to the Special General Meeting.

Section 4. Amendments to the Bylaws shall be considered ratified and adopted when approved by three-fourths of the Members present and voting at the Special General Meeting for consideration of Bylaws Amendments.

Article XII: Rules of Order

Section 1. When not in conflict with the Bylaws, the Rules of Order of the Organization shall be Robert's Rules of Order.

Section 2. At the discretion of the Presiding Officer, time limits or other limits may be applied to discussion or debate of issues or nominations before the floor, provided such limits are imposed in a manner that is fair to all participants.

Bylaws Committee 2004

Richard Banks, Chair

Betty Bell

Jack Henderson

Travis Peoples

Rick Rice

Charles White

Bylaws Committee 2015

Charles White, Chair

Jeff Abrams

Mickey Blake

Linda Kirschbaum

Rick Rice