

**KALAMAZOO BLUES FESTIVAL
MISSION STATEMENT**

To promote, educate, and preserve the rich history of blues music as it concerns Kalamazoo and its impact on American culture and commerce in musical arts and industry.

PURPOSE STATEMENT

The Kalamazoo Blues Festival is a non-profit endeavor established to present a historical American art form, the blues, as a musical expression, celebrates the human experience in the glorious rebirth from struggle. In addition, the Kalamazoo Blues Festival has come together to present the recognition of 100 years of guitar making in Kalamazoo County. Kalamazoo has played a vital role in the origins and historical importance of world class manufacturing.

**KALAMAZOO VALLEY BLUES ASSOCIATION
(KVBA) BY LAWS**

Adopted for Summer Festival 1995

ARTICLE I--ORGANIZATION

The name of this organization shall be the Kalamazoo Valley Blues Association (KVBA). It shall be incorporated as a Michigan non-profit corporation under public act 162 of 1982. Furthermore, it is organized with an educational status under Internal Revenue code Section 501 (c) (3) and Section 23701 of the Revenue and Taxation Code.

ARTICLE II--PURPOSE

The KVBA has been organized to:

- *promote blues appreciation by sponsoring concerts, festivals, and community events.
- *foster greater awareness, education, and love of blues among young people.
- *cooperate and correspond with other blues-oriented groups locally and around the world.
- *exchange ideas and information that will enhance the program locally and nationally.
- *provide an opportunity for blues fans to meet and enjoy the fellowship of others with similar interests.

ARTICLE III--MEMBERS

Any person who shall appear at the annual meeting shall be deemed a member. Members may vote for the Board of Directors at the annual meeting and are welcome to attend all subsequent Board of Directors meetings.

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ARTICLE IV--BOARD OF DIRECTORS

Section 1. RESPONSIBILITIES AND LIMITATIONS:

- A. All business and affairs of this Association shall be managed and directed by the Board of Directors pursuant to the Laws of the State of Michigan, Articles of Incorporation and these By-Laws.
- B. The board shall be empowered to establish rules and regulations, as well as delegate authority in keeping with the objectives of this Association, subject to the laws of the State of Michigan and these By-Laws.

Section 2. STRUCTURE

The Board of Directors shall consist of seven (7) members.

Section 3. TERM OF OFFICE

Directors shall be elected each year for a term of one (1) year.

Section 4. QUALIFICATIONS

Any person may serve on the Board of Directors, providing he/she shall have no legal encumbrance that shall prevent the fulfilling of duties and responsibilities as a Director.

Section 5. OFFICERS

A. All officers shall be members of the Board of Directors. The Principle offices of KVBA shall be a President, Vice-President, Secretary, and Treasurer who shall be members of the Board of Directors.

B. The President and Vice-President shall serve as Chair and Vice-Chair, respectively, of the Board of Directors.

C. Duties of Officers:

a) PRESIDENT shall preside at all meetings of the Society and the Board of Directors; call special meetings of KVBA when deemed necessary; exercise general supervision over the affairs of KVBA; have authority to make decisions on behalf of KVBA when time or situation does not permit bringing the matter before the Board and to authorize petty expenditures.

b) VICE-PRESIDENT shall perform all duties of the President in case of that person's absence, inability, resignation, or death. The Vice-President and President shall act as a committee to resolve problems that can be settled without action by the Board of Directors.

c) SECRETARY shall attend all meetings of the Society and Board of directors; keep accurate minutes of the proceedings; and execute all writings as may be required. The Secretary shall maintain and preserve all records, papers and documents pertaining to the office and transfer them to his/her successor. In addition, the secretary shall be editor of the Society newsletter, unless unable to perform this duty, in which case, the Board will appoint a member to serve as Editor. If appointee is not an elected member of the Board, he/she shall become an ex-officio member of the Board without vote.

d) TREASURER shall keep a true account of the KVBA moneys; collect dues and fees from members and applicants; and deliver a Treasurer's Report at each Board meeting. The Treasurer shall deposit all moneys in the KVBA bank account; pay all bills by check as directed by project chair persons or authorizing Board members. The Treasurer shall maintain complete, accurate ledgers of receipts and disbursements. The treasurer shall also be responsible for proper filing of required reports to the Internal Revenue Service and any other Federal, State, or Local governmental agency regarding the financial activities of the KVBA.

Section 6. ELECTION OF OFFICERS

The Officers of KVBA shall be elected annually by the Board of Directors at the organizational meeting of each new board and shall be so elected by a minimum four (4) "yea" votes of the entire Board.

Section 7. REMOVAL OR RESIGNATION OF OFFICERS

Upon an affirmative vote of four (4) of the members of the Board of Directors, any Officer may be removed and his/her successor elected at any regular meeting of the Board or at a special meeting of the Board called for that purpose. A fourteen (14) working day notice of resignation in writing is required.

Section 8. BOARD OF DIRECTORS' MEETINGS

The Board of Directors will meet regularly, once every month, the time and place to be decided on by the Board.

Section 9. QUORUM

At any meeting of the Board of Directors, a quorum shall consist of at least 4 members of the Board. However, proxy or phone votes will be permitted, if needed.

Section 10. OPEN BOARD MEETINGS

All regular or special meetings of the Board of Directors shall be open to all members who desire to attend any such meeting.

Section 11. REMOVAL OF MEMBERS FROM MEETINGS

A member may be ejected from a Society meeting for any of the following reasons:

- A. Unruly, abrasive, or willfully disruptive behavior, or behavior endangering the safety or well-being of others present.
- B. Engaging in any activity which makes it difficult or impossible for the meeting participants to conduct KVBA business as scheduled, or which disrupts normal or customary environmental conditions of KVBA meetings.
- C. Removal from a meeting shall in no way curtail a member's voting rights for that meeting if any. If possible arrangements for proxy submissions from off premises shall be made by the meeting participants.

ARTICLE V--COMMITTEES

All committees of KVBA shall consist of at least one (1) person appointed by the Board. At least one member of each standing committee must be a member of the Board.

Section 1. STANDING COMMITTEES

All committees will maintain a high level of involvement, direction, and communication with the KVBA Festival Director. The following shall be permanent committees of KVBA:

FINANCE: Responsible for overseeing the budgeting and financial operations of the KVBA. At least once each year, the committee shall audit the financial records of KVBA and report its findings to the Board. The President shall normally serve as Chair of the committee, or may delegate this responsibility to another Board member.

NOMINATING COMMITTEE: Composed of at least two Board members.

PROGRAM: Responsible for developing and recommending programs to be carried out by the KVBA.

PUBLICITY: Responsible for publicizing the KVBA and its activities.

Section 2. OTHER COMMITTEES

The President or the Board may appoint such other committees as they deem appropriate.

ARTICLE VI--ELECTIONS

Section 1. ANNUAL MEETING

The Annual Meeting of the Society shall be held during the month of September for the purpose of electing members of the Board of Directors and for such other business of the Society that may be necessary.

The day, hour, and place of the annual meeting shall be determined by the Board. Notice shall be given, in writing, to the public, at least thirty (30) days in advance of the meeting.

Section 2. NOMINATIONS

In addition to any members nominated by the Standing Committee described in Article V, Section 1, any group of five (5) voting members may submit the name of a candidate to the Nominating Committee for verification of qualification only. If the Candidate is duly qualified, the name shall be added to the list of other Candidates for the election to the Board of Directors.

Section 3. VOTING

All elections shall be conducted by secret ballot at the Annual Meeting with procedures approved by the Board of Directors. Each voting member shall have one vote for each vacant Board position. The nominees receiving the highest vote totals shall be elected.

ARTICLE VII--AMENDMENTS

The Code of Regulations may be altered or amended or repealed in whole or in part, at the annual meeting upon a vote of 6 Board members

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