

## ***Mission Statement***

The Loyal Blues Fellowship Inc. is a not-for-profit group of community members. Its mission is to:

Develop and encourage local talent through its Artist Development Program, by organizing community jam sessions, coffee houses, showcase performances and workshops;  
Conduct a regional "Road to Memphis Challenge" competition for the International Blues Challenge in affiliation with the International Blues Foundation;  
Plan and administer a regional "Blues in the Schools" program; and  
Produce and Support quality Blues events in the greater Quinte region.

As an established organization, the Loyal Blue Fellowship will continue to promote cultural awareness of the impact of Blues music on North America's Musical Heritage. With the support of Blues enthusiasts, local businesses, and the community, it is our belief that these goals can be met and maintained.

## ***Bylaws***

### **NAME**

This organization shall be known as the Loyal Blues Fellowship Incorporated, a nonprofit fellowship.

### **PURPOSE**

The Loyal Blues Fellowship Inc. is organized to manage and administer Blues in the Schools and Artist Development Programs, and to preserve, nurture and promote Blues and Roots music.

### **OFFICE**

The principal office of the Fellowship shall be located in the province of Ontario, shall be the registered office of the Fellowship, and the Fellowship shall have and continually maintain a registered agent whose address is identical with such registered office. The registered agent and the registered office may be changed from time to time by the action of the Board of Directors.

### **MEETINGS**

#### **Membership Meetings**

Membership meetings shall be held at dates, times and places to be set by the Board of Directors.

#### **Annual General Meeting**

The Annual General Meeting of the Fellowship and its membership shall be held in June of each year at a time and place to be set by the Board of Directors with at least 30 days public notice.

One of the purposes of such a meeting shall be the election of a Board of Directors and officers for a term of two years. Directors and officers shall take office immediately after this election. Directors may hold office for successive terms, but this shall be subject to the normal board member election process.

#### **Special Member Meetings**

Special meetings of the Membership may be held at the call of the President or by written request of sixty percent (60%) of the members. Notice of each special meeting shall be given to each member not less than five days before the meeting.

#### **Quorum for AGM**

50% of members present, plus one shall constitute a quorum for the transaction of business at the Annual General Meeting.

#### **Voting**

Every member of the Fellowship in good standing, shall have the right and be entitled to an in-person vote or vote by written proxy, upon a proposal that is submitted through the board of directors for any meeting of the Fellowship.

## **BOARD OF DIRECTORS**

### **Number and Term of Directors**

The business, property and affairs of this Fellowship shall be managed by a Board of Directors composed of a minimum of six (6) persons

### **Duties of the Board of Directors**

The Board of Directors shall direct all business of the Loyal Blues Fellowship Inc.

The Board shall establish the policies which govern fiscal matters and in general, assume responsibility for the guidance of the affairs of the Fellowship.

### **Quorum for Board Meetings**

The presence of 50% of current board members plus one shall be necessary at any Board meeting to constitute a quorum to transact business. The act of a majority of Directors present at a Board meeting when a quorum is present shall be the act of the Board of Directors. Business requiring a board decision when a quorum is not available or between scheduled meetings may be conducted by proxy vote, by phone and/or internet at the discretion of the President.

### **Regular Meetings**

Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors designates.

### **Special Meetings**

Special meetings of the Board of Directors or the Executive Committee may be held at the call of the President or by written request of a quorum of directors. Notice of each special meeting shall be given to each Director not less than five days before the meeting, unless each Director waives notice thereof before, at or after the meeting.

### **Power to Elect Officers**

The general membership at the Annual General Meeting of the Fellowship shall elect a President, a Vice-President, a Treasurer, a Recording Secretary, and a Board of Directors. The Board shall have the power to make interim appoints of officers and positions that the Board deems necessary for the transaction of the business of the Fellowship, or to fill any vacancy in any office, occurring for any reason whatsoever

### **Election Procedures**

Elections shall take place at the Fellowship's Annual Meeting in June. All nominations shall be published and distributed via the internet, along with ballot and proxy forms, to all voting members in good standing prior to the Fellowship's Annual Meeting in June. Where a position has no nominees or candidates, the Election Officer may receive nominations from the floor during the Annual General Meeting.

### **Removal of Directors, Officers and/or Employees**

Any director, officer and/or employee may be removed by a majority vote of the Members whenever, in the judgment of the Board, the best interests of the Fellowship is served by doing so. A director with more than three un-excused absences may be asked to resign from the Board.

### **Officers**

The Officers of the Board of Directors shall be the executive of this Fellowship. They shall consist of the President, the Vice-President, the Recording Secretary, and the Treasurer, all of whom shall be members of the Board of Directors. Each officer shall be elected to hold office for a period of two years.

### **President**

Preside at all meetings of the Board of Directors, except when delegated to another board member. Be an ex-officio member of all of the committees except the Nominating Committee. Perform all other duties usually pertaining to the office of the President.

### **Vice-President**

Preside at all meetings of the Board of Directors and at all meetings of the Executive Committee in the absence of the President. Perform all such other duties usually pertaining to the office of the vice President.

### **Treasurer**

The Treasurer shall: keep records of the Fellowship and report thereon at each regular meeting of the Board of Directors; will also deposit monies of the Fellowship in the name of the Loyal Blues Fellowship Inc. in a financial institution or institutions selected and designated by the Board of Directors; be one of the signing authorities for the Fellowship's Bank account(s); make a summary report of all accounts to the Board of Directors be reviewed & approved annually; shall present the approved summary to the Membership at the Annual General Meeting; and prepare special reports when requested.

### **Recording Secretary**

Record the minutes of all meetings. Write up the minutes promptly following the meeting. Confer with the President for possible omissions. Send a duplicate copy of minutes to the President. Take attendance record at meetings. Maintain committee reports. Perform such other duties as may be delegated by the Board of Directors.

### **COMMITTEES**

With the exception of the Nominating Committee (the membership of which is provided by these by-laws), the President may appoint special committees, as the need arises. Each committee shall consist of one or more members.

#### **Nominating Committee**

The President shall appoint an Election Officer to chair the Nominating Committee at the regular meeting of the Board of Directors held in April of each year. No Board member or officer shall be nominated without first having obtained approval of the nominee prior to submission of the report.

### **STANDING COMMITTEES**

#### **Blues in the Schools Committee**

The Blues in the Schools (BITS) Committee plans and administers the fellowship's educational programs. The Director is the liaison with Schools Boards and BITS Artists, and manages the program's accounts, and be a signing officer of the BITS Account(s). The Director shall provide status reports to the Board at regular meetings, and a year-end financial report to the Treasurer.

#### **Marketing Committee**

The Promotion/Marketing Committee shall: Promote and market the Fellowship's Special events; Produce periodic newsletters and maintains web presence about the fellowship and blues related activities.

#### **Special Event Committees**

Special Event Committees shall be established with a committee chairperson appointed by the board to direct planning and administration of the special event. The committee shall be responsible for providing an event proposal for Board approval, provide status reports to the Board at regular meetings, keep detailed financial records and provide a year-end financial report to the Treasurer.

### **ANNUAL REPORTS**

The President, Treasurer and/or Committee Chairpersons shall present their respective reports of the operation of the Fellowship for the preceding year at the Annual General Meeting in June of each year.

### **COMPENSATION**

No officer or director shall receive any compensation for the role they perform as a member of the board of directors. If board members are compensated for other work performed on behalf of the fellowship, conflict of interest guidelines will be adhered to.

### **FISCAL YEAR**

The fiscal year of the Fellowship shall be April 1 to March 31.

### **AMENDMENTS**

The Board of Directors may amend, revise, add to, repeal or rescind these by-laws and/or adopt new by-laws by a two-thirds (2/3) majority vote of the elected board.

## **FELLOWSHIP INCOME**

No part of the net income or principle of the Fellowship shall inure to the benefit or be distributed to any director or officer of the Fellowship or any member or person having a personal and private interest in the activities of this Fellowship. Reimbursement for expenditures or the payment of reasonable expenses for services rendered shall not be deemed to be a distribution of income or principal for purposes of this article. Conflict of interest guidelines will be adhered to.

## **MEMBERSHIP**

Membership in the Loyal Blues Fellowship Inc. is open to those individuals, businesses and agencies, which are actively involved in Blues music or are interested in Blues music or in the advancement of Blues music. The annual membership fees listed herein are initial fees, and may be changed by a majority vote of the Board of Directors. Membership categories include voting classes as described below:

### **Student Memberships**

Students may join for \$10 annually upon presentation of a current student ID. In addition to attending meetings and receiving newsletters, active student members have full voting rights and may serve on committees and the Board of Directors.

### **Individual Memberships**

Individuals may join for \$25 annually. In addition to attending meetings and receiving newsletters, active individual members have full voting rights and may serve on committees and the Board of Directors.

### **Household Memberships**

Households may join for \$40 annually. In addition to attending meetings and receiving newsletters, active Household memberships are entitled to two votes, and may serve on committees and Board of Directors.

### **Business Memberships**

Businesses may join for \$100 annually. In addition to attending meetings and receiving newsletters, active business members are entitled to one vote and individuals may serve on committees and the Board of Directors. Business memberships are entitled to recognition in Fellowship newsletters, websites, and a mention in all other Fellowship publications.

## **DISPUTES**

All disputes among members of the Loyal Blues Fellowship Inc. whose settlements are considered fundamental to the functioning of the Fellowship will be called to judgment by the Board of Directors.

## **NONDISCRIMINATION**

The Fellowship shall operate in a nondiscriminatory fashion as regards membership, staffing, use of facilities, composition of governing bodies, purchasing and all other activities.

## **DISSOLUTION**

In the event of dissolution of this Fellowship, no director or officer of the Fellowship nor any member or person having a personal and private interest in the distribution of the assets of the Fellowship shall be entitled to share in the distribution of the assets of this Fellowship but such assets shall be donated, transferred, delivered and conveyed by the Directors to one or more organizations that are eleemosynary in character.

## **CONFLICT OF INTEREST GUIDELINES**

Any member of the Board of Directors who is in a conflict of interest or who could be perceived to be in a conflict of interest shall declare such conflicts to the Board of Directors in a timely fashion and abstain from voting on any issues related to the conflict.