

BYLAWS OF THE GOLDEN GATE BLUES SOCIETY, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE 1 INCORPORATION

Section 1. California Corporation. The Golden Gate Blues Society is a nonprofit corporation (referred to herein as “TGGBS” or “the Corporation”) incorporated in the State of California.

ARTICLE 2 MISSION AND OBJECTIVES

Section 1. Mission. The mission of TGGBS is to preserve the music and history of the Blues as an American art form and to support the emergence of our next generation of blues artists.

Section 2. Objectives. The primary objectives of TGGBS are the following.

- (a) *Blues Preservation.* TGGBS is organized to preserve and promote the indigenous American music known as the Blues. Preservation activities may take a variety of forms, including live performances and community education about the history of the Blues.
- (b) *Artistic Support.* TGGBS is organized to support local Blues musicians by supporting live performances of Blues music by both seasoned and emerging artists; providing programs, including blues challenges, to expose and promote regional musicians to the broader Blues community; providing education for musicians, including mentorships and music industry experiences that promote professional artistic exchange; partnering with local venues and merchants to promote a community that supports the Blues art form.
- (c) *New Audience Development.* TGGBS aims to generate and expand community interest in Blues music, assuring a sustainable audience in the region. Programs supporting community events and festivals, local Blues venues, and special events will be aimed at sustaining interest in Blues music in the San Francisco Bay Area community as a whole.
- (d) *Education.* TGGBS is organized to provide education programs centered on Blues music to K-12 and higher education institutions and community organizations. These programs are intended to encourage young artists and audiences of all ages to appreciate or engage in Blues music.

(e) *Outreach.* TGGBS aims to conduct community outreach programs to educate the community on the mission of The Golden Gate Blues Society, engage the community in preservation and promotion of Blues music, and support the economic development of the Bay Area by including local venues, vendors, merchants, and municipalities in the achievement of our Blues mission.

The objectives of The Golden Gate Blues Society are to preserve and promote the Blues as an American art form, educate the San Francisco Bay Area community, and support Blues artists without limitation in conjunction with other nonprofit Corporations. In no event shall the Corporation engage in activities that are not permitted to be carried on by a corporation exempt under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE 3 **NONPARTISAN ACTIVITIES**

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 4 **DEDICATION OF ASSETS**

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, Director, or Officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5 **MEMBERSHIP**

Section 1. Memberships and Dues. Membership in TGGBS is open to any person who supports the purposes of the Corporation and who is current in his/her payment of annual dues. Members are entitled to attend scheduled general meetings, and to vote in elections and on issues presented to the membership at general meetings. Eligibility, qualifications, procedures, and amounts of consideration for admission into the membership shall be prescribed by resolution duly adopted by the Board of Directors.

The Board of Directors may, at its discretion, create additional categories of membership. Certain persons may be designated as Honorary Members of TGGBS. Honorary Members are entitled to the same privileges as Regular Members, except that they will be exempt from the payment of regular dues and will not be entitled to vote in any election for the Board of Directors (Honorary members who elect to pay dues will be granted voting privileges.)

Section 2. *Rights and Obligations of Membership.* Each member will be entitled to one vote and no member may hold more than one membership. Bands or businesses are considered one entity.

Section 3. *Termination of Membership.* Any member who, by malfeasance or misconduct, does not abide by the objectives of TGGBS may have his or her membership declared void. A motion to notify the member of the intent to declare his or her membership void may be presented by any Director or Officer. If five (5) Directors or Officers vote for the motion, a notice of intent to declare the membership void with details of offenses shall be sent to the named member. The named member will be invited to respond at the next regularly scheduled Board meeting. Should the member fail to appear, or fail to respond to the satisfaction of the Directors and Officers, a motion to declare the membership void may be presented. If a simple majority of the Directors and Officers in attendance vote for the motion, the membership shall be declared void.

Section 4. *Transfer of Membership.* No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution or termination of membership pursuant to this Article 5, Section 3, of these Bylaws.

Section 5. *Meetings Called by the Board.* The President or his/her designee may call a meeting of the Board. A minimum of two Board meetings per year is required.

Section 6. *Minimum Attendance Required by Board of Directors.* Directors are required to attend a minimum of fifty percent (50%) of Board meetings, committee meetings, and special events. Failure to fulfill this commitment will be cause for removal from office.

Section 7. *Quorum for Voting by the Board.* A simple majority of the Board represents a quorum for voting at Board meetings.

Section 8. *Meetings Called by the Membership.* The membership may only call special meetings and only as set forth in these Bylaws, or as otherwise provided by the California Nonprofit Public Benefit Corporation Law. Five percent (5%) of the total membership entitled to vote may call a special meeting. The required number of members may be evidenced by signed document(s) or by affirmation at a regular meeting of the Board of Directors.

The notice shall state the place, date, and time of the meeting; the general nature of the business to be transacted, including the language of proposed motions or resolutions; and that no other business may be transacted at the meeting.

Section 9. *Membership Voting.* On matters presented to the membership, either at a special meeting called by the membership or presented by the Board of Directors, at least five percent (5%) of the total membership must participate. However, where the matter to be voted upon is an amendment to these Bylaws, or any of the Articles of Incorporation of TGGBS, or if the matter is the repeal and adoption of new Bylaws or articles of incorporation, the affirmative vote of fifty-one percent (51%) of the voting power represented at the meeting by person or proxy, and entitled to vote, is required.

Section 10. *Voting by Proxy and Email.* Each member may authorize another person to act for him or her by proxy in all matters in which a member may participate, including voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Voting by proxy by email is also acceptable, provided

that the email address of the member can be verified. Except as otherwise provided by law, a proxy will be void after the expiration of two (2) months from its date.

Section 11. Liability for Debts or Obligations. A member of the Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE 6 **DIRECTORS**

Section 1. Number and Composition.

(a) *Stated Maximum and Minimum Number of Directors.* The business and affairs of this Corporation shall be conducted, and all corporate powers exercised, by a Board of Directors consisting of not less than five (5) nor more than eleven (11) Directors. A change in the stated minimum or maximum number of Directors may be approved only by the membership, as set forth in Article 5, Section 9 of these Bylaws.

(b) *Number of Actual Director Seats to Be Filled.* The number of seated Directors may be increased or decreased within the minimum to maximum range, stated above, by a majority vote of a quorum of Directors, subject to the approval of a majority of the membership. If the number of Directors is decreased, each Director in office shall serve until her/his term expires or until death, resignation, or removal, as provided in these Bylaws. If the number of Directors is increased, each new position on the Board will be treated as a vacancy.

Section 2. Qualifications of Directors. Each member of the Board of Directors of the Corporation shall be at least eighteen (18) years of age and shall be a member of the Corporation for the duration of his or her term.

Each member of the Board will have been an active member of TGGBS within the six (6) months prior to election to the Board. Members will be considered active if they have attended two (2) TGGBS events and/or meetings and served in some volunteer capacity at least once within the 6-month period.

If TGGBS elects to hire employees or contractors (part-time and/or full-time), such individuals may not serve on the Board of Directors.

Section 3. Term of Office. The term of office for all Directors shall be two (2) years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

No amendment of these Bylaws may extend the term of a Director beyond that for which the Director was elected, nor may any Bylaw provision increasing the term of Directors be adopted without approval of the membership.

Section 4. Powers of the Board of Directors.

(a) *General and Specific Powers.* Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and subparagraph (b) below, the activities and affairs of this Corporation will be conducted and all corporate powers will be

exercised by or under the direction of the Board of Directors. Without limiting the foregoing, all projects and programs undertaken by the Corporation must be approved by the Board of Directors. The specific powers of the Corporation will be as set forth in the Corporation's Articles of Incorporation.

- (b) *Delegation by Board.* The Board may delegate management of the activities of the Corporation to any person or persons, or committee, provided that, notwithstanding any such delegation, the activities and affairs of the Corporation will continue to be managed and all Corporation powers will continue to be exercised by or under the ultimate direction of the Board of Directors.
- (c) *Prohibition of Self-Dealing Transactions.* Notwithstanding the powers conferred on the Board, this Corporation will not engage in any transaction that meets the definition of a "self-dealing" transaction, as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.
- (d) *Prohibition against Sharing Corporate Profits and Assets.* No Director, employee, or contractor, or other person connected with this Corporation, or any private individual, shall receive, at any time, any of the net earnings or pecuniary profit from the operation of the Corporation, provided, however, that this provision will not prevent payment to any such person or reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and fixed by resolution of the Board of Directors, and no such person or persons will be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.
- (e) *Prohibition against Conflict of Interest.* The primary purpose of these Bylaws is to establish a set of rules and guidelines to provide for the operation of The Golden Gate Blues Society, a nonprofit public benefit Corporation incorporated in the State of California. All committees and activities overseen by the Board will have, as their primary goal, the purpose of furthering this effort. Any activities undertaken shall not be in conflict of interest with this purpose, and even the appearance of conflict of interest shall be avoided by the Board, the Directors, its Officers, representatives, committee appointees, and all others representing the Corporation.
- (f) *Loans.* This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer, unless approved by the California Attorney General; provided, however, that this Corporation may advance money to a Director or Officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Director or Officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 5. Duties of the Board of Directors. It is the duty of the Directors to:

- (a) *Exercise Corporate Powers.* Exercise all powers vested in the Board under the laws of the State of California.
- (b) *Appoint Agents and Employees.* Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix

compensation, if any, of all agents and employees of the Corporation. Appointments may include attorneys and accountants.

- (c) *Supervise Officers, Agents, Employees, and Committees.* Supervise all Officers, agents, employees, and committees of the Corporation to assure that their duties are being performed in accordance with all applicable Bylaw requirements and current job descriptions.
- (d) *Conduct Board Meetings.* Meet at such times and places as required by these Bylaws.
- (e) *Designate Address for Notice Purposes.* Register their addresses with the Secretary of the Board, and notices of meetings mailed or electronically transmitted to them at such addresses will be notices thereof.
- (f) *Enforce Bylaws and Rules.* Review, update, and enforce all applicable provisions of these Bylaws and any rules or policies of the Corporation.
- (g) *Delegate Powers and Duties.* Delegate its duties and powers hereunder to Directors, Officers, agents, or employees of the Corporation, or to committees established by the Board, subject to limitations expressed in this Article 6, Section 5, paragraph (b).
- (h) *Fill Vacancies.* Fill vacancies on the Board of Directors, any Officer position, or on any committee.
- (i) *Open Bank Accounts.* Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.
- (j) *Pay Taxes and Corporate Obligations.* Pay all taxes and charges that would or could become a lien on any portion of the Corporation's assets.
- (k) *Adopt Rules and Regulations.* Adopt rules and regulations governing the affairs and activities of this Corporation, and take such steps as deemed necessary for the enforcement of such rules and regulations, including the imposition of suspension of voting privileges, provided notice and a hearing are given, as set forth in Section 5341 of the California Nonprofit Public Benefit Corporation Law.

Section 6. Compensation of Directors. All Directors shall serve without compensation. However, the Corporation may reimburse its Directors, Officers, committee chairs, employees, or agents for expenses reasonably incurred while serving the Corporation. All expense reimbursement shall be subject to approval by the President and/or the Treasurer.

Section 7. Place of Board of Directors Meetings. Meetings of the Board shall be held at a location designated by the Board of Directors.

Section 8. Regular and Annual Board of Directors Meetings. Regular meetings of the Board shall be held at least twice per year, at a time and on such dates as established by the Board of Directors.

The annual membership meeting shall be held once per year. Notice of the annual meeting shall be given in accordance with Section 5511 of the California Nonprofit Public Benefit

Corporation Law to all members entitled to vote not less than twenty (20) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, date, and time of the meeting; the general nature of the business to be transacted, including the language of proposed motions or resolutions; and that no other business may be transacted at the meeting.

At every regular, annual, or special meeting, there will be present a list or record of members entitled to vote as of the record date, certified by the authorized person responsible for its preparation. The record of membership may be inspected by any member in good standing.

The record date shall be ten (10) calendar days before any regular, annual, or special meeting.

Section 9. Special Meetings of the Board of Directors. Two Directors may call a special meeting of the Board, as long as notice is given in accordance with these Bylaws and the California Nonprofit Public Benefit Corporation Law.

Section 10. Quorum for Board of Directors Meetings.

- (a) *Majority of Directors Constitute a Quorum.* A majority of the stated minimum number of Director positions authorized by these Bylaws in Article 4, Section 1, paragraph (a) shall constitute a quorum for the transaction of business.
- (b) *Prohibition of Consideration of Business in Absence of Quorum.* Except as otherwise provided by law, no business will be considered by the Board at any meeting at which a quorum of Directors is not present, and the only motion that the Chair will entertain at such meeting is a motion to adjourn.
- (c) *Effect of Withdrawal of Directors from Meeting.* A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law or these Bylaws.

Section 11. Majority Action as Board Action. Every act committed or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the provisions of the California Nonprofit Public Benefit Corporation Law or these Bylaws require a greater percentage or different voting rules for approval of a matter by the Board.

Section 12. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President, or in the absence of the President, by the Vice President, or in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer will appoint another person to act as secretary of the meeting.

Members of the Board of Directors may participate in a regular or special meeting through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting.

Unless inconsistent with the California Nonprofit Public Benefit Corporation Law or these Bylaws, all meetings shall be conducted, and issues concerning procedures for the proper conduct of meetings shall be resolved, by reference to the most recent edition of *Robert's Rules of Order* (10th edition).

Section 13. *Nonliability of Directors.* The Directors of TGGBS shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. Directors may, by majority vote, contract for and pay premiums for insurance and bonds, including indemnity bonds, which may be required from time to time by the Corporation. This authorization includes liability insurance for the Board of Directors of The Golden Gate Blues Society.

Section 14. *Indemnification by Corporation of Directors, Officers, Employees, and Other Agents.* To the extent that a person who is, or was, a Director, Officer, employee, or other agent of the Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue, or matter related thereto, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding to the full extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by the Corporation only to the extent allowed by, and in accordance with, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 15. *Insurance for Corporate Agents.* The Board of Directors may, by majority vote, authorize the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 16. *Election of Board Members.*

(a) *Nomination Procedures.* Prior to the expiration of the term of each Officer, the Board of Directors shall appoint a nominating committee, consisting of at least three (3) members or other interested parties, to propose qualified candidates for each elective office. The proposed candidates, and any other members who wish to place themselves in consideration, will be announced to the general membership in the Corporation's newsletter, on the Corporation's website, and/or by special mail.

Such announcement will be mailed (or emailed) to members at their last official address (or email address on file) and must be received by the members no less than ten (10) days before the election meeting, but not more than fifty (50) days before such meeting. The election of the Board of Directors will be held at the annual meeting of the Corporation, at a time and place designated by the Board.

- (b) *Conduct of Elections.* All elections will be conducted by mail or email ballot or in person at the membership election meeting, and all election proceedings will be conducted by the Secretary and the Parliamentarian, or their designees, as set forth below.

E-mail ballots shall be sent five (5) working days before the scheduled election date. Any member who does not have email will be sent a ballot by regular mail. Votes submitted by members in advance of the election date will be presented to the Secretary or the chair of the election committee or, if by mail, must be postmarked no later than the date of the election.

The Secretary, along with the Parliamentarian, shall be vested with the authority to handle all election procedures for the Board of Directors as well as for elections of Officers of the Board. In the event that any person holding the office of Secretary or Parliamentarian is a candidate in any Board election, the President will appoint an alternate member of the Board, or any other member, to act as his/her designee in conducting the election.

- (c) *Director Election Rotation Schedule.* Elections will take place each April at the annual meeting of the Corporation according to the following schedule:

Group A: Seats 1 through 6 (odd years)
Group B: Seats 7 through 11 (even years)

Section 17. Vacancies.

- (a) *What Constitutes a Vacancy.* Vacancies on the Board of Directors will exist: (i) on the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) when a normal term of office expires.
- (b) *Authority of the Board to Remove Individual Directors.* The Board of Directors may declare vacant the office of a Director who: (i) has been declared of unsound mind by a final order of court within that year; (ii) has been convicted of a felony within seven (7) years; (iii) has been found by a final order or judgment of any court to have breached any duty under Section 5230, et seq. of the California Nonprofit Public Benefit Corporation Law; or (iv) has failed to attend three (3) regular meetings of the Board in any six (6) month period.
- (c) *Authority of Membership to Remove Directors without Cause.* Subject to Section 5222 of the California Nonprofit Public Benefit Corporation Law, any or all Directors may be removed without cause by the membership at a special meeting called for that purpose if:
- i. The Corporation has fewer than fifty (50) members, and such removal is approved by a majority vote of all members entitled to vote; or
 - ii. The Corporation has 50 or more members, and such removal is approved by a majority of the voting power represented at a special membership meeting by person or proxy, entitled to vote, and voting on such matter.
- (d) *Resignation of Directors.* Any Director may resign at any time by giving written notice of such resignation to the Board of Directors or to an Officer of the Corporation. Unless otherwise specified in the notice, the resignation will take

effect upon receipt thereof. Acceptance of such resignation will not be necessary to make it effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General of the State of California.

- (e) *Filling of Vacancies on the Board.* A vacancy occurring on the Board of Directors by reason of the removal of a Director or Directors may be filled only by approval of the membership, pursuant to Article 5, Section 9 of these Bylaws. Any vacancy on the Board of Directors occurring by reason other than removal, including a vacancy created by an increase in the number of Directors, may be filled by a majority vote of the remaining Directors, even if less than a quorum, or by the sole remaining Director, subject to the approval of the membership, pursuant to Article 5, Section 9 of these Bylaws.

A person elected to fill a vacancy as provided in this section shall hold office until the next scheduled election of the Board of Directors, or until his or her death, resignation, or removal from office, whichever occurs first.

ARTICLE 7 **OFFICERS**

Section 1. Number of Officers. The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other Officers with such powers and duties, not inconsistent with these Bylaws, as may be established by the Board of Directors. The Officers of the Corporation shall be members of the Board elected by majority vote of the Directors then in office. No two offices may be held by the same person.

Section 2. Election and Term of Office. Officers shall be elected by majority vote of a quorum of the Board of Directors, and each Officer shall hold office for two (2) years, with elections scheduled at each annual meeting in April, or until he/she resigns, is removed, or is otherwise disqualified to serve. Officers will accede to their offices on the first of the month following their election.

All elections shall be by secret ballot, and all election proceedings will be handled by the Secretary and the Parliamentarian, or their designees, as set forth above in Article 6, Section 16, paragraph (b) of these Bylaws.

Section 3. Subordinate Officers. The Board of Directors may, by majority vote, elect such other Officers or agents as it may deem desirable, and such Officers will serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4. Removal and Resignation. An Officer may be removed from office by a majority vote of the Board of Directors whenever, in the judgment of the Board, the best interest of the Corporation will be served by such removal.

Any Officer may resign her/his office at any time by giving written notice to the Board of Directors or to the President or Secretary of the Board. Unless otherwise specified in the notice, the resignation will take effect upon receipt thereof.

Section 5. Vacancies. Any vacancy of office caused by death, resignation, removal, disqualification, or otherwise shall be filled for the remainder of the term by majority vote of the Directors then in office. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by Presidential appointment until such time as the Board fills the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board determines.

Section 6. Duties of the President. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or that may be prescribed from time to time by the Board of Directors. The President shall be the chairperson of the Board and its chief spokesperson.

Section 7. Duties of the Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all of the duties of the President and, when so acting, shall have all the power of, and be subject to all the restrictions of, the President. The Vice President will have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. Duties of the Secretary. The Secretary shall:

- (a) Perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or as may be assigned from time to time by the Board of Directors.
- (b) Certify and keep at a place determined by the Board a certified copy of these Bylaws and any corporate rules, regulations, or policies, as amended to date.
- (c) Keep at such place as the Board may determine a book of minutes of all meetings of the Board of Directors, and if applicable, meetings of committees, regarding therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (d) Be custodian of the records.

Section 9. Duties of the Treasurer. Subject to the provisions of these Bylaws, the Treasurer shall:

- (a) Perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or as may be assigned from time to time by the Board of Directors.
- (b) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, checks, notes, or other negotiable instruments, and deposit the same to the credit of the Corporation at such bank, financial institution, or other depositories as the Board of Directors may designate.
- (c) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

- (d) Sign all checks of the Corporation and all bills of exchange, disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (e) Keep and maintain adequate and correct records of the Corporation's properties and business transactions, including without limitation accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (f) Exhibit at all reasonable times the books of account and financial records to any Director or member of the Corporation, or to his or her agent or attorney, upon reasonable notice.
- (g) Report to the Board of Directors at each regular Board meeting an account of all corporate transactions and of the financial condition of the Corporation.

Section 10. Duties of the Parliamentarian. The Parliamentarian will ensure that the Board follows procedures as stated in these Bylaws, the Articles of Incorporation, and in policy statements, including, without limitation, rules governing meetings as set forth in the most recent edition of *Robert's Rules of Order* (10th edition). The Parliamentarian will also bring the Bylaws and policies of the Corporation before the Board periodically to ensure that they are reviewed and kept up to date.

ARTICLE 8 **AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint from time to time agents and representatives with authorization to perform acts or duties on behalf of the Corporation. Such appointments shall be in accordance with law and with these Bylaws, and will be limited in duration and scope, and narrowly tailored to the specific project under consideration.

ARTICLE 9 **AUTHORITY TO SIGN CONTRACTS, LEASES, AND OTHER OBLIGATIONS**

Only upon specific authorization by the Board of Directors may a Director, Officer, agent, employee, and/or committee execute or enter into, in the name of the Corporation, any agreement, contract, lease, or other obligation or otherwise to commit the Corporation to any potential financial risk or liability. Such authority may be general or restricted to a specific instance or need of the Corporation, pursuant to duly adopted resolution of the Board.

ARTICLE 10 **ADVISORY COMMITTEES**

Section 1. Appointment of Committees. The Board of Directors may appoint from its Directors, the membership, and/or other persons one or more advisory committees. The members of a committee serve at the pleasure of the Board of Directors. The specific

responsibilities and authority of any advisory committee, and the limitations thereon, shall be specified by Board resolution.

The Board of Directors shall adopt rules and regulations pertaining to the conduct of its committees, including, without limitation, procedural issues of notice, agendas, and reports to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. All committee meetings will be open to all members of the Corporation unless agenda items require meetings to be held in confidentiality. All committee meetings will be open to all Directors at all times without exception.

Section 2. Compensation. All members of an advisory committee will serve without compensation. The Corporation may reimburse committee members for expenses reasonably incurred while serving the Corporation. All expenses must be approved by the President and the Treasurer to be eligible for reimbursement. Actual reimbursement will be subject to Board review and approval.

ARTICLE 11 **FISCAL YEAR**

The Fiscal Year of the Corporation will commence on January 1 of each year and end on December 31 of the same year.

ARTICLE 12 **FUNDS, RECORDS, AND REPORTS**

Section 1. Contributions. Contributions may be made to this Corporation by organizations or individuals. The Board of Directors may accept on behalf of the Corporation any contribution for general or specific purposes consistent with the Articles of Incorporation and these Bylaws. The Treasurer shall keep a separate accounting of all funds received and designated by the donor for a specific purpose.

Section 2. Records Maintained by Committees. Any committee engaged in financial activities shall keep a copy of all fiduciary books and records, or as directed by the Board or the Treasurer, at such place as the Board may determine.

Section 3. Distribution of Funds. The Corporation shall disburse funds in such manner so as to be consistent with the Articles of Incorporation and these Bylaws. At no time will funds be distributed where the disbursement is directly or indirectly in conflict with, or contrary to, the Corporation's tax-exempt status under both federal and California law.

Section 4. Inspection Rights. Every Director and member of the Corporation will have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind that are maintained by the Corporation and to inspect the physical properties of the Corporation. Any inspection under the provisions of this article may be made in person or by agent or attorney.

Section 5. Annual Report. The Board of Directors shall cause an annual report to be furnished to all Directors of the Corporation not later than three (3) months following the end of each Fiscal Year. The report shall contain the following information in the appropriate detail:

- (a) The assets and liabilities of the Corporation as of the end of the Fiscal Year.

- (b) The principal changes in assets and liabilities during the Fiscal Year.
- (c) The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the Fiscal Year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the Fiscal Year.
- (e) The amount and circumstances of any indemnification, reimbursement, or transaction involving any Director, Officer, agent, employee, or committee of the Corporation.

The annual report shall be filed with the records of the Corporation.

The annual report shall be accompanied by any report thereon by independent accountants or, if there is no such report, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE 13 **PROHIBITION AGAINST PRIVATE INUREMENT**

Section 1. Net Earnings. No Director, Officer, employee, or agent of the Corporation, or member of an advisory committee, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit of the Corporation. The Corporation may, in accordance with California law and these Bylaws, reimburse reasonable expenses incurred on behalf of the Corporation.

Section 2. Dissolution of the Corporation. No Director, Officer, employee, or agent of the Corporation, or member of an advisory committee, or any other private individual, will be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation will be deemed to have expressly consented and agreed that upon voluntary or involuntary dissolution and winding up of the affairs of the Corporation, all of the assets of the Corporation remaining after all debts have been satisfied will be distributed exclusively for the tax-exempt purposes as directed in the Articles of Incorporation.

ARTICLE 14 **EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, agent, or member of any advisory committee of the Corporation will take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from taxes under both the Internal Revenue Code of the United States and the California Franchise Tax Code.

ARTICLE 15 **AMENDMENT OF BYLAWS**

Subject to the California Nonprofit Public Benefit Corporation Law, the Board of Directors shall have the power to amend these Bylaws, or repeal and adopt new Bylaws, by the affirmative vote of fifty-one percent (51%) of the members of the Board at a meeting duly held

at which a quorum is present, subject to the approval of the membership pursuant to Article 5, Section 9 of these Bylaws.

The membership shall have the power to amend these Bylaws, or repeal and adopt new Bylaws, at a special meeting called for such purpose, as set forth in Article 5, Sections 8 and 9, of the Bylaws.

Voting under this Article will be conducted by written ballot, or by confidential email.

CERTIFICATE OF THE SECRETARY

The undersigned, Secretary of the Corporation known as The Golden Gate Blues Society, does hereby certify that the above and foregoing Bylaws, consisting of 15 pages, are the Bylaws of this Corporation.

Dated: March 17, 2013

THE GOLDEN GATE BLUES SOCIETY, INC.

By: _____
Kathy Mae (Secretary)