

BYLAWS OF SOUTH SOUND BLUES ASSOCIATION

Incorporated August 5, 2005

As amended March 8th, 2026

The South Sound Blues Association (the “Association”), having been formed as a nonprofit corporation under the provisions of the laws of the State of Washington for the purpose of preserving and promoting blues music and the blues community, supporting blues education, and promoting the South Sound area blues scene and its blues musicians, adopts the following Bylaws in furtherance of its purpose. The Association shall operate exclusively as a non-profit, volunteer organization, and will be organized in such a manner as is legal under the laws of Washington State (RCW 24.03A) as well as to qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

I. NAME, OFFICE, OBJECTIVES

A. Name. The name of the corporation shall be the South Sound Blues Association.

B. Registered Agent. The registered office of the Association shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors of the Association (the “Board”) upon filing such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. A registered agent so appointed shall consent to appointment in writing, and such consent shall be filed with the Secretary of State of the State of Washington.

C. Principal Office(s). The principal office of the Association shall be in the South Puget Sound Region of Washington state.

The Association shall also have offices at such other places as the Board may designate from time to time.

D. Objectives. The objectives of the Association shall be, but are not limited to:

1. To educate the general public about the musical art form known as the blues.

2. To provide educational opportunities to the general public through

performance, interpretation, preservation, promotion, and activities designed to enhance appreciation for and understanding of blues, as well as enhance the Association’s affiliation with The Blues Foundation and other local/regional blues organizations and sponsorship of events.

3. To affiliate with The Blues Foundation, and from time to time, to affiliate with other blues organizations, as determined by the Board in the Board's discretion.

4. To carry on any other business purposes as allowed by applicable law and approved by the Board and Members as set forth herein.

II. MEMBERSHIP

A. Membership. Eligible members of this Association shall consist of persons interested in furthering the objectives and mission of the Association, subject to acceptance by action of the Board and any applicable membership rules for admission, retention and expulsion of members ("Member," "Members" or "Membership"). Such Membership rules shall be equally enforced as to all Members and consistent with the Association's objectives set forth in these Bylaws, the Articles of Incorporation, and the purposes of the Association. Types of Membership, annual dues ("Membership Dues"), and privileges of Membership shall be determined by the Board according to the activities being carried out by the Association at any given time. There is no restriction on the number of Members of this Association, and Membership falls into two general classes:

1. General Membership. General Membership in the Association is open to any eligible person who completes a Membership application and pays the applicable Membership Dues.

2. Honorary Membership. Honorary Membership in the Association may be conferred upon any person who the Board has recommended to be an Honorary Member based upon that person's outstanding contributions to the objectives of the Association. Each proposed Honorary Member shall be approved by the majority of the Board present at any regularly scheduled Board meeting. Honorary Members shall be exempt from payment of Membership Dues but shall be entitled to all the rights and privileges of an active General Member, including the right to vote. No Honorary Member of the Association may simultaneously serve as a Director of the Board; however, an Honorary Member may give up their Honorary Membership to become a General Member, in which case such person may be eligible to serve on the Board.

B. Dues. Annual Membership Dues for General Members shall be set by the Board

and due and payable to the Association on the anniversary of each General Members' enrollment date or at the end of any multi-year enrollment period for which the Membership was pre-paid in full. All Membership Dues are non-refundable, non-transferrable. The Membership Committee will notify each Member on or before the date of such Member's renewal that Membership Dues are due and payable.

C. Quorum. Unless otherwise provided for in the Articles of Incorporation or these Bylaws, five percent (5%) or ten (10) Members of the Association in good standing, whichever is greater, shall constitute a quorum at all annual or special Meetings of the Membership.

D. Voting.

1. Each Member of the Association in good standing is entitled to one (1) vote and shall have the right to elect Directors, remove Directors and vote on any other matter coming before the Membership, by a majority vote of the Members present at any annual or special meeting of the Members at which a quorum is present, or by a majority of the electronic votes received by the previously announced voting cutoff date. For purposes of these Bylaws "good standing" shall mean that the Member is current with all Membership Dues and whose Membership has not otherwise been suspended or cancelled in accordance with the Association's Membership rules. The voting results to elect Directors will be presented at the annual Meeting. Members may not vote by proxy during any meeting of the Membership.

2. The Board shall authorize a means of email or other electronic voting, if satisfied that such means is designed to prevent duplicate and unauthorized balloting. In the case of any communication by members to the Association, that under these Bylaws is to be by secret ballot, the Board shall authorize a means of email or other electronic voting, if satisfied that such means affords members either the ability to submit such ballots anonymously or the ability to submit them to a third party designated by the Board. This trusted third party will tabulate the results and report them to the Elections Committee.

E. Delinquent Members. The Membership of any General Member who fails to pay Membership Dues within ninety (90) days of their renewal date, shall be suspended until such Member's delinquent Membership Dues are brought current.

F. Annual Meeting. The annual meeting of the Membership will be held in February of each year at such time and place as designated by the President and specified in the call and notice of meeting. Notice of the time and place of the annual meeting will be given no less than ten (10) days and no more than fifty (50) days prior to the date of such meeting.

G. Special Meetings. Special meetings of the Membership may be called at any time by the President, a majority of the Members of the Board, or upon written request from at least five percent (5%) of Members entitled to vote. Notice of the time and place of any special meeting shall be published in the preceding month's monthly newsletter or via email at least fourteen (14) days and no more than fifty (50) days in advance of such meeting.

III. BOARD OF DIRECTORS

The control of the Association shall be vested in the Board, which shall have charge of the business and affairs of the Association.

A. Number and Election. The Board (Board Members, including officers) shall consist of not less than five (5) and not more than nine (9) Members (collectively, "Directors," and each individually, a "Director"). Notwithstanding the foregoing, the term and number of Directors may be increased or decreased by amendment to these Bylaws by resolution of the Board presented to and approved by the Members at any annual or special meeting of the Members. Each Director shall serve on the Board for a term of two (2) years with approximately half of the number of Directors elected annually. Each Director then in office shall continue to serve until expiration of his/her term or until his/her death, resignation, or removal, whichever occurs first.

B. Nomination; Election. The Nominating Committee shall propose a slate of Nominees, potential Directors to serve on the Board, to be circulated to the Membership in January each year prior to the annual meeting of the Members in February. Each nominee must be a Member in good standing for a minimum of 60 days prior to confirmation as a candidate, and must give their consent to appear on the ballot.

C. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary, if practicable. Any Director who fails to attend three (3) or

more regular meetings of the Board per year is deemed to have resigned their position on the Board, unless such absences were excused by an action of the Board and duly noted in the meeting minutes.

D. Removal. Any Director may be removed with or without cause at any annual, special or regular meeting of the Board by the affirmative vote of a majority of the Directors then in office; provided, the Director being considered for removal shall be afforded a reasonable opportunity to address the Board, but shall not be permitted to cast a vote on his or her own removal.

E. Vacancies. Vacancies occurring in the Board during the year may be filled by the majority vote of the remaining Directors. Any Director so appointed to the Board shall hold office until the next succeeding annual meeting of the Members.

F. Powers. The Board shall have the power and authority to perform all acts and functions related to the transaction of Association business in accordance with these Bylaws, including but not limited to managing the property, affairs, and funds of the Association, fill vacancies among Directors for unexpired terms, set Membership Dues and privileges of Membership from time to time, and do and perform all acts and functions consistent with applicable law, these Bylaws and any other action taken by the Association.

G. Compensation. Directors shall not be compensated for their service; provided, however, this shall not preclude any Director from receiving compensation when serving in any other capacity as approved by the Board.

IV. MEETINGS OF THE BOARD OF DIRECTORS

A. Regular Meetings. The Board shall hold regular monthly meetings at a place and time to be determined by the President. The President or Secretary of the Board shall cause notice to be given to each Director at least five (5) days in advance of such meeting.

B. Special Board Meetings. Special Board meetings may be called by the President or at the request of four (4) Members of the Board. Three (3) days' notice shall be given by the Secretary to all Directors prior to any special Board meeting.

C. Emergency Board Meeting. Emergency meetings of the Board may be called at the discretion of the President and advance notice may be waived when the time element makes

such notice impractical. A transcript or formal memorandum of the emergency meeting will be maintained and entered into the minutes at the next regular Board Meeting.

D. Participation. Any or all Directors may participate in a regular or special meeting of the Board (or of a committee thereof) by, or may conduct the meeting through the use of, any means of communication by which all Directors participating can hear each other during the meeting including without limitation Skype or other electronic means.

E. Quorum. A majority of the Board shall be necessary at all meetings to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board, except as otherwise provided in these Bylaws. Directors may not vote by proxy during any meeting of the Board.

F. Action by Board Members Without A Meeting; Electronic Voting.

1. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board, or of a committee thereof, may be taken without a meeting if all Board members of the Board take the action. The action must be evidenced by one or more written consents setting forth the action taken, signed by each of the Board members, or by each of the members of the committee, as the case may be, either before or after the action taken, and delivered to the Association for inclusion in the minutes or filing with the Association's records. Subject to appropriate safeguards, consents transmitted by facsimile or by e-mail shall be considered valid written consents.

2. When Effective. Action taken under this Section is effective when the last Board member signs the consent, unless the consent specifies a later effective date.

3. Electronic Voting. An action may also be approved by electronic voting (or some combination of written consent and electronic voting) if each of the Board members approves of the proposed action in accordance with RCW 24.03.465, as amended. In the event that RCW 24.03.465 (or any successor statute) is later amended to allow a lesser margin of approval by written consent and/or electronic voting, this Section shall be deemed amended to conform to the minimum requirement stated in RCW 24.03.465 (as amended). An electronic vote of a Board member shall be valid only if: (i) that Board member has consented to receive electronic notice in accordance with RCW 24.03.080 and RCW 24.03.009; (ii) that Board

member has been advised of the issue electronically or otherwise and has been given a reasonable opportunity to evaluate the issue and discuss it (electronically or otherwise) with other Board members of the Board; and (iii) such Board member expresses his or her approval of the action to an e-mail address designated by the Board. Board members shall further execute annually, at the Board of Directors meeting in March of each year, the appropriate written consent, substantially in the form attached hereto as Exhibit A, if the Board elects to vote by electronic transmission under this Section.

G. Open Board Meetings. Board meetings shall be open to all Association Members in good standing who shall be entitled to a limited voice but no vote. Association Members in good standing may attend Board meetings as observers only. No more than 10 Members may attend any one Board meeting. Members must first contact the President to get approval before attending a Board meeting.

V. BOARD CONDUCT

A. Conduct. Association Board Members, Committee Members and Officers, will conduct themselves in a gracious, dignified and honorable manner, reflecting their position on the Board when working with or on behalf of the Association; and, will at all times, maintain a level of public decorum reflecting his/her responsibilities as a representative of the Association.

B. Non-Discrimination. The Association does not and will not discriminate against any person or organization on the basis of race, creed, color, national origin, sex, honorably discharged veteran or military status, sexual orientation, or the presence of any sensory, mental, or physical disability or the use of a trained dog guide or service animal by a person with a disability.

C. Gifts. Association Board members, Committee members, or Officers of the Association may not suggest, request or solicit gifts of any kind from a sponsor or potential sponsor of the Association; including but not limited to free meals, drinks, tickets, entry to festivals, etc. without written consent of the Board.

D. Conflict of Interest. Board Members are prohibited from using the influence of Association for any personal gain or political influence as further detailed in the Association's Conflict of Interest Policy.

E. Recused Vote. Consistent with the Association’s Conflict of Interest Policy, a Board member shall abstain from any vote taken by the Board which will result in personal gain that Board member.

VI. OFFICERS OF THE BOARD OF DIRECTORS

A. The Officers. The Association shall elect a President, Vice President, Secretary, Treasurer, and such officers as the Board may authorize (“Officers”), all of whom shall be elected by the Members from a slate of nominees presented by the Nominating Committee prior to the annual meeting of Members, each of whom shall hold office for a period of one (1) year beginning each March 1st or until successors have been duly elected. Members interested in being considered for any office are encouraged to submit a written notice of interest to the Nominating Committee expressing their desire to serve.

B. President. The President shall be the Chief Executive Officer of the Association, shall administer the operation of the Association and shall chair and preside at all annual and special Association meetings and all regular and special Board meetings. The President shall be ex-officio member of all committees except the Nominating Committee. The President shall appoint committees not otherwise provided for and shall perform all other duties normally required by the office. The President will participate in the development of an annual plan and budget to be presented at annual Meeting of the Members in February. The President shall be authorized, along with the Secretary, to sign all legal correspondence and documents of the Association.

C. Vice President. The Vice-President shall assist the President in the discharge of assigned duties, preside as President in his/her absence, and temporarily fill vacancies in other offices when necessary.

D. Secretary. The Secretary shall record all Association meetings, keep the minutes of all Board meetings, have charge of all Association papers, hold, keep, and maintain such records, and perform such other duties as are incidental to the office. The Secretary shall be authorized along with the President to sign all legal correspondence and documents of the Association.

E. Treasurer. The Treasurer shall keep accurate accounts of all financial transactions of the Association, shall administer the receipt and disbursement of all monies and shall pay all bills justly accrued by the Association. The Treasurer may, at their discretion, authorize the collection or

disbursement of monies by other SSBA officers and board members as needed, on a case by case basis. The Treasurer shall, upon creation or update of the same, provide to the President, all digital passwords and access pertaining to electronic accounts both legal and financial. The Treasurer's accounts shall be audited quarterly by the Board or by a qualified individual or firm selected by the Board.

F. Vacancies. The Board may fill vacancies in any office arising from any cause at any regular or special meetings of the Board

G. Removal. Any Officer elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the Directors then in office at any regular or special meeting of the Board; provided, the Officer being considered for removal shall be afforded a reasonable opportunity to address the Board, but shall not be permitted to cast a vote on his or her own removal.

VII. COMMITTEES

A. Committees of the Board. The Board may, from time to time, establish various committees of the Association to best promote and develop the Association, to inform and educate the community, and to organize and conduct Association events. The Committees shall include without limitation, the Nominating Committee, the Investigating Committee, any such other committees as the Board may authorize from time to time. Except as otherwise provided in the Bylaws, the Board shall appoint the chairperson of each committee annually, or as needed to facilitate the duties of the committee, and shall specify the objectives, duties and duration of these committees.

B. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of all Members present at a meeting at which a quorum is present shall be the act of the committee.

C. Nominating Committee. The Nominating Committee shall consist of three (3) Members appointed by the President with the approval of the Board, including one chairperson, and at least one Board member not up for re-election. The Nominating Committee shall be

charged with the establishment and implementation of election procedures. The Nominating Committee shall further secure replacement nominations for any Officer or Director vacancies that may occur, by soliciting, vetting and preparing a slate of nominees to be presented to and approved by the Board at a regular meeting, and thereafter published in the Association's monthly newsletter in January of each year.

D. Investigating Committee. The Investigating Committee shall consist of three (3) Members appointed by the President with the approval of the Board, including one chairperson who is a member of the Board.

The Board shall delegate to the Investigating Committee the duty to conduct or authorize investigations into signed written complaints mailed to or personally served upon the Association. All members of the committee join with the express understanding that all proceedings are confidential and that they may be asked to execute a Non-Disclosure Agreement.

E. Committee Chairs. Committee chairs shall be responsible for performing or delegating all committee functions including, coordinating and recording the business of all committee meetings and reporting all committee business to the Board. The chairperson of each committee shall attend all Board meetings, and shall report on the ongoing status of their committees upon receipt of a written request for a status report from the Board, at least twenty-four (24) hours in advance of the meeting.

F. Removal. Any committee member may be removed at any time, with or without cause, as determined by the Board in the Board's good faith discretion; provided, the committee member being considered for removal shall be afforded a reasonable opportunity to address the Board but shall not be permitted to cast a vote on his or her own removal.

VIII. ADMINISTRATIVE AND FISCAL YEAR

The administrative year of the Association shall begin March 1st and end the last day of February of the following year. The fiscal year of the Association is based on a calendar year, January 1st thru December 31st.

IX. RULES OF PROCEDURE

Except as otherwise provided herein, Robert's Rules of Order Newly Revised, shall govern all procedures at Board or Association meetings.

X. CONDUCT OR ETHICS COMPLAINTS

A. Complaints. Complaints received against an Officer or Director regarding conduct or ethics violations will be investigated by the Investigating Committee, which shall be tasked with investigating the complaint and suggesting a recommendation as to what corrective action, if any, shall be taken by the Board to resolve the issue.

B. Resolution and Mediation. If a dispute arises out of or relates to a complaint, the dispute shall be resolved in accordance with the Association's Alternative Dispute Resolution Policy.

XI. INDEMNIFICATION

A. Indemnification. The Association may indemnify or obligate itself to indemnify, an individual made a party to a proceeding because s/he is or was a Director, against liability incurred in the proceeding if s/he acted in a manner s/he believed in good faith to be in, or not opposed to, the best interests of the Association, and in the case of any criminal proceeding, s/he had no reasonable cause to believe their conduct was unlawful as dictated by the laws of Washington State.

B. Requirements. The Association may not indemnify a Director until a determination has been made that indemnification of the Director is permissible under the circumstances s/he has met the standard of conduct acceptable of a Director.

C. Determinations. The determination as required in Section XI (B) of the Bylaws shall be made by the Board by a majority vote of Directors at a regular or annual meeting of the Board at which a quorum is present; provided that any Director that is a party to the proceeding(s) be excluded for purposes of determining quorum and may not cast a vote on such matter.

XII. DISSOLUTION

In the event of dissolution, the Board, after paying or making provision for payment of all liabilities of the Association, shall distribute in any proportions as the Members shall consider prudent, all the assets of the Association to such 501(c)(3) organization(s) operated exclusively for charitable, educational, or scientific purposes. Any assets not so allocated shall be distributed by a court of competent jurisdiction in Pierce County, Washington, exclusively for such purpose(s) or to such organization(s) as said court shall determine.

XIII. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the Board at any regular or special meeting of the Board.

EXHIBIT A

CONSENT TO RECEIVE ELECTRONIC NOTICES AND TRANSMISSIONS

SOUTH SOUND BLUES ASSOCIATION

The South Sound Blues Association (the "Association") wishes to communicate with the Board of Directors ("Board") via electronic communication. The Association must first obtain the consent of the recipients to receive such communications. Electronic notice is not effective without such prior consent. Board members must complete this form and return a signed copy by mail, facsimile or personal delivery, or they may return the completed form by email, so long as the email provides sufficient information to determine the sender's identity.

CONSENT

I consent to receive electronically transmitted notices related to my Board position with the Association. Please send such notices to the address below:

(Insert submittal address here) _____

Email address: _____

Signature Name: _____
Typed name indicate signature

Printed Name: _____

Date: _____