

2025 CDBS BYLAWS

CENTRAL DELAWARE BLUES SOCIETY BY LAWS

ARTICLE I. NAME OF ORGANIZATION

Central Delaware Blues Society

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for promotion of musical arts, related charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The specific objective and purpose of this organization shall be:

To promote and encourage the appreciation of all forms of Blues music and to support the musicians who perform it live, both locally and nationally.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for membership shall be open to anyone that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of Name, email and annual dues with optional information of address and telephone number. All memberships shall be granted without a vote of the board.

Section 2 Annual Dues

The amount required for annual dues shall be \$30 starting June 2025 each year, unless changed by a majority vote of the board members. Continued membership is contingent upon being up to date on membership dues.

Section 3. Lifetime Membership

Lifetime memberships are available for a one-time payment of \$300 starting June 2025 which makes the member a permanent member of CDBS.

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Lifetime Membership may also be awarded to members in good standing for 5 years who have been active participants in the Board of Directors and committees during that time. The Board of Directors has the sole authority to issue Lifetime membership in lieu of the normal payment.

Section 4. Resignation and Termination

Any member may resign at any time without giving advance notice to the Board or members. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued, and membership dues are non-refundable. Note that members can have their membership terminated by a majority vote of the Board at any time with or without cause.

Section 5. Non-voting Membership

The only voting entity in Central Delaware Blues Society is the board of directors.

Section 6. Membership Participation

All members are encouraged to participate in activities of the Central Delaware Blues Society. Members may request time at a Board of Directors meeting with 20 days advance notice including the subject and materials included. Members are also free to submit proposals to the Board of Directors at any time. If the member wishes to discuss the proposal at a Board of Directors' meeting, the member shall provide a copy of the proposal 20 Days in advance of the Board of Directors' meeting

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors (BOD). The BOD shall have control of and be responsible for the management of the affairs, finances and property of the Corporation. As part of the BOD, the Executive Team is defined in Article 6, Section 1, to run the organization on a day-to-day basis, although it is accountable to the BOD.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Vice President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in the office until their successors shall be duly elected and qualified or until the Director resigns from the board.

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Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a two-year term from the next annual meeting (if elected out of cycle) or two years from the annual meeting. They can be elected to subsequent terms by a majority vote of the Board of Directors. Note that a Director cannot vote on election of themselves.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve an additional two-year term. It is recommended that the Directors terms be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors may expire. The Board can add members at any time through an official board meeting with a quorum with the two weeks prior notice to the board and within the limits noted in the Bylaws.

Each member of the Board of Directors shall attend at least 9 monthly meetings of the Board per year. Attendance via electronic connection is acceptable (phone, video conference, etc.).

Section 3. Election of Board Members

It is intended that elections for new board members will occur during the Annual meeting. That said, if a need arises, a Board Member can be elected at any time with notice provided to the current board two weeks before the election. The election must take place during a board meeting with a quorum present. The proposed Board Member is elected after receiving a majority vote of the current Board. The election of the Board Member will be documented in the minutes along with the attending Board Members and the totals of the vote.

Section 4. Board Meetings

Section 4.1. Regular Meetings

Regular Board meetings are conducted on the second Tuesday of each month. Meetings can be rescheduled as long as there is 1-week prior notice for the new date and a quorum of Directors can attend (see Section 5 of this Article) and agree to the schedule change. Any Director may waive their requirement for notice by attending any meeting. For a regular meeting, no additional notice is required beyond a monthly standing calendar invite with reminder with the location, the time, and instructions for telephone or video attendance.

The intent of these meetings is to provide the Board with an overview of the day-to-day operations of the Executive Team over the last month, provide advance notice of critical future events (shows, or significant upcoming actions), and present any items requiring board approval.

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Section 4.2. Annual Meetings

An annual meeting of the Board of Directors shall be held each January at a location designated by the Executive Team of the Board of Directors. The date and time can be changed by a majority vote of the Board of Directors as long as proper notice is provided before the meeting (note that the vote can be done virtually). Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date. The meeting can be opened to all members of CDBS if this decision is made before the notice. It is recommended that if the meeting is not open to the membership, that sometime during the year, a member's meeting should be held to provide status on the organization to the membership and receive input from the membership. The Annual Meeting is intended to coincident with the beginning of the Corporate fiscal year which runs from 1 Jan through 31 Dec.

The intent of the Annual BOD meeting is to cover the strategic overall operations for the year along with a review of the Bylaws. The overall operations will include an overview of the direction of the Organization, Financial Overview/Financial Status of the Organization, Definition of the Committees that will be used for the following year along with definition of leadership/membership, objectives, requirements, and the budgets for the Committee. It is also the intent to meet the requirements for Conflict of Interest yearly

Section 4.3. Special Meetings

Special meetings of the Board of Directors called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix the location for the Special Meeting of the Board called by them.

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such a meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 5. Quorum

The presence, in person or online, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall

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be the act of the Board of Directors, unless an act of a greater number is required by law or by these bylaws.

Section 6. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by January 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 8 of this Article in these by-laws.

Section 7. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without delay by a majority vote of the remaining members of the Board of Directors at a meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 8. Removal of Directors

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall also be removed from their office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 6 of this Article and are not entitled to the removal procedure outlined in this Section.

Section 9. Additional Members of the Board of Directors

These positions are intended to recognize significant contributions from various individuals in forming and maintaining the CDBS organization. Their inclusion on the board of directors is in an advisory capacity and knowledge base to ensure continuity in vision and operations of the society. They do not have voting rights unless they are elected to a voting position on the Board. The positions are:

- President Emeritus -- President Emeritus belongs to Barry Pugh only.

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- Founders of the Central Delaware Blues Society: Craig Coffield and Kenny Belmont.
- Past Presidents: As of February 2025, the past presidents are Jim Martin and Tony Pierce.

Section 10. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors. The only exception is whether the board awards itself, committee members, or volunteer's tickets, bar services, or merchandise as a reward for effort used in support of the organization.

Section 11. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 12. Confidentiality

Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Section 13. Parliamentary Procedure

This portion of the CDBS Bylaws sets the parliamentary procedures used by the CDBS BOD at board meetings.

Board meetings are used to guide the organization to ensure that it is meeting its mission and conducting business in a lawful manner that reinforces its mission and vision. To manage the organization, decisions need to be made by the BOD to ensure that definitive policy and the communication of the policy are accomplished in an orderly and documented process.

Parliamentary procedure is a set of rules for conduct at meetings that allows everyone to be heard and to make decisions without confusion. The following define the parliamentary procedure for CDBS.

Board Meetings are conducted by the CDBS president or his or her designee. They are responsible for setting the agenda and the timely conduct of the meeting.

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During the meetings, presenting Motions is accomplished through:

1. Obtaining the floor
2. Make a motion
3. Wait for someone to second the motion. If there is no second to motion, it is lost.
4. The President restates the motion.
5. Discuss—concise and focused on content of motion and keeps within established time limits.
6. Put the motion to the board for a vote

The following procedures are available during the presentation of a motion:

- Proposing a vote
- Tabling a motion
- Postponing a motion
- Amending a motion
- Asking questions or requesting more information
- Ending debate

A motion passes if the majority of board members vote approving the motion. The motion would be recorded in the minutes along with a recap of the vote totals (number of yeas, nays, and abstains). A motion that is defeated or table can be reintroduced at the next Board Meeting.

Each board meeting requires minutes to document the business conducted and decisions made at the meeting. The minutes need to contain:

- Date, time and location/video link for the meeting
- Board members attending
- Board members not attending
- Agenda
- Summary of the different discussions and reports presented
- All motions and subsequent action on the motions (tabling, postponement, or vote). If a vote is taken, the summary of the yeas, nays, and abstains need documented.
- Time Adjourned and date/time of next meeting.

The minutes of the meeting will be available and distributed by email to the BOD for review 1 week after each meeting.

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ARTICLE V. OFFICERS

Section 1. Roles and Responsibility

The officers of the Board of Directors shall be the President, Vice President, Secretary and Treasurer. All officers must be a current member of the Board and current member of CDBS in good standing. The four officers are defined as the Executive Team. It is the intent of this Executive Team to manage the day-to-day operations of CDBS under the guidance of the entire Board of Directors. The Executive Team will strive to keep the board informed and follow the policies and procedures included in this document. Any member of the Executive Team can request raising an issue to the full board. It is intended that the Officers attend the Board Meetings.

Note that the officer shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

Section 1.1. President

The President is responsible for all meetings of the membership. The President shall have the following duties:

- Presides or designate the Vice President or alternative at all Board meetings
- Shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- Reports to the Board all matters that may affect this program.
- Shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 1.2. Vice President

The Vice President is a successive office. The person assuming this role should expect to continue in the Presidential role at the end of the current president's term(s). In the event of absence or incapacity of the President, the Vice President shall assume the role of President (conduct meeting, etc.).

The Vice President may be designated by the President to be the superintendent of committees; responsible for ensuring tasks are completed in the proscribed time and completeness

Section 1.3. Secretary

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The Secretary or designee shall attend all Board meetings and act as a clerk thereof. The Secretary's duties shall consist of:

- Records all votes and minutes of all proceedings in a book to be kept for that purpose.
- In concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting. The minutes must contain the information described in Section 13 of the Article IV.
- Sends notices of all meetings to the members of the Board and shall make reservations for the meetings.

Section 1.4. Treasurer

The Treasures duties shall be:

- Manages the budgets and overall finances of the organization per the addendum on Accounting and Financial Policy.
- Is responsible for maintaining the financial records of the organization and shall present a complete and accurate report of the finances.
- Prepares an annual financial report suitable for inclusion and attachment to grants and other requests for charitable contributions.
- Has the right of inspection of the funds resting with the Central Delaware Blues Society including budgets and subsequent audit reports.

It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

Section 2. Tenure and Requirements

Tenure for officers parallels the tenure for the Directors. There would be 1 year of probation, and then a two-year term. Officers can be reelected for an additional term. If an officer resigns from their position, they can remain on the board. An Officer shall stay in their position for the duration of their current term while they are executing their responsibilities defined in Section 1.

Section 3. Election of Officers

Board Members shall submit at the meeting prior to the annual meeting the names of those person(s) for the respective offices of the Board. This can also occur as a position becomes vacant. In this case two weeks' notice to the board is required for the board to consider the nomination.

Each member of the Executive Team shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a two-year term from the next annual meeting

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if elected out of cycle or two years from the annual meeting. They can be elected to subsequent terms by a majority vote of the Board of Directors. Note that a Director/Officer cannot vote on election of themselves.

Section 5. Removal of Officer

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors with or without cause and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such a motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which the motion shall be presented, setting forth the reasons for such expulsion.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, public relations, data collection, etc. The Board President is responsible for appointing and removing all committee chairs. Any board member can recommend a committee for consideration. There is a list of current committees in the addendum.

Section 2. Dissolving Committees

Officers will determine when for the good of CDBS that a committee is no longer needed.

ARTICLE VII. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict-of-interest policy is to protect the Central Delaware Blues Society interest when it is contemplating a contract, a transaction, or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

Interested Person

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Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

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The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines whether the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The names of the person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

The names of the people who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy,

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- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. It is recommended that these reviews take place at the Annual Meeting. The periodic reviews shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Delaware, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The

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foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. These can be physically collected but also need to be located on the CDBS Cloud drive.

ARTICLE X. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

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The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors. The bylaws should be reviewed in their entirety once a year at the Annual Meeting.

Section 3. Committees

The following committees have been defined and are being currently used to manage CDBS and its events.

- Booking: Manage and arrange Thursday night events.
- International Blues Challenge (IBC): Manage both the competition and fundraiser for CDBS entry into the Blues Foundations International Blues Challenge.
- Membership Committee: Manages both membership and membership drive for CDBS.
- Marketing: Manages CDBS external interactions.

There are three sub-committees of the Marketing Committee:

- Social media: Manages our social media presents.
- Publicity: Manages PR for CDBS shows and Events.
- Newsletter: Produces CDBS Newsletter.
- Merchandise Committee: Manages CDBS merchandise and sales at events.
- Venue Committee: Manages CDBS interactions with DelVets and CDBS' inventory at DelVets.
- Special Event: Manages offsite/non-Thursday CDBS events.
- Grants and Fundraising: Manages fundraising efforts for CDBS.

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Section 4. Accounting and Financial Policies

Central Delaware Blues Society

Accounting Policies and Procedures

1. Introduction

The purpose of this manual is to describe all accounting policies and procedures for the Central Delaware Blues Society and to ensure that financial statements conform to generally accepted accounting principles; assets are safeguarded; guidelines of donors are complied with; and finances are managed with accuracy, efficiency, and transparency.

These policies will be reviewed annually and revised as needed and approved by the Board of Directors.

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2. Division of Responsibilities

Board of Directors

1. An Annual Budget for Board Approval, will be prepared by the Officers (President, Vice-President, and Treasurer) with the input of operating committees.
2. Review monthly financial statements.
Each month the Treasurer will provide a summary of expenditures(electronically) for CDBS prior to each Board meeting. The Treasurer (or designee) will review the expenditures at the meeting.
3. The Executive Group (Officers) and potentially other members of the board will appoint by the to be authorized signers on the bank accounts.
 - a. The President, Vice President and Treasurer have access to the online banking.
 - b. The full Executive Group will have debit cards and checks issued and are authorized to use for transaction of CDBS business.

Review and approve all contracts over \$500.

Exception: Since the majority of contracts are tied to hiring Acts, the Booking committee can write contracts up to \$2000. Contracts over \$2000 will require board approval.

4. Review and approve all expenditures
 - a. A committee chair is required to ask for board approval if that budget is exceeded
 - b. All transaction that are greater than \$500 require Board approval except for the Booking committee

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3. Cash Receipts

Cash receipts generally arise from:

1. Ticket sales
 2. Merchandise Sales
 3. Donations
 4. Membership Fees
- For the purpose of taking or transmitting funds for each of the aforementioned, shall be maintained separately at any and all Central Delaware Blues Society Shows or Activities.
 - The collector of fees will verify (count) each of the aforementioned, to one of the board designated individuals to deposit the funds within 24 in the Central Delaware Blues Society Bank Account.
 - All funds collected will be counted by at least 2 Board Members.
 - The Depositor shall give to collector, a written receipt which include amount collected and the designated area for said fees, in the aforementioned categories of Ticket Sales, Merchandise, Donations, and Membership Fees.
 - The Depositor shall forward to the Treasurer a copy of the deposit slip, along with a copy of the receipt presented to the Collector of Fees for the purposes of recording the deposit within 24 hours.
 - Deposits will be verified by the Treasurer.

4. Cash Disbursement

Cash disbursements are generally made for:

1. Payments to vendors and artists (sound, performers)
2. Board approved expenses
 - Cash disbursements require receipts signed by the receiver of the

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- cash to justify the cash withdraws.
 - Receipts need provided to the Treasurer along with the accounting of
 - the cash withdraws
3. Any band paid over \$600 in one year requires a 1099.
 4. A W9 is required before signing contract or their arriving at their performance.

5. Financial Report to the Board

The Treasurer will present to Executive Board on a monthly basis at the Executive Board Meeting a report reflecting the monthly financial activity of the Central Delaware Blues Society. The Executive Board will approve this report.

The report should include:

- Balance at the last board meeting and current board meeting
- Major expenditures since the last board meeting
- Key financial decisions that need to be made in the future
- Financial recap of any major events

7. Cash

In the event cash is required for a reimbursement that will not allow for a check, the payee shall include the following information:

- Individual receiving the cash
- Reason for the payment

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- A copy of the receipt including the signature of the individual receiving the funds

Section 5. Description of the Sound and MC job (s)

I understand that two primary roles are included in this LOI, that being the Master of Ceremonies and Audio Support Engineer.

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I understand that when performing the duties of the MC:

I will need to be able to maintain a signup sheet each night there is an open jam and organize the sets of musicians to perform, once the host band has concluded its first set (typically 45-60 minutes). Note that I will need to manage the host band to ensure that CDBS maintains the schedule.

I understand the basic needs for an open jam is developing a group of musicians that includes at least: 1 person who can sing, 1 person who can play guitar or keyboards, 1 person who can play bass guitar, and 1 person who can play drums.

I understand that the singer can both sing and play an instrument.

I understand that, from time-to-time, a solo artist who both plays an instrument, and sings can and should be encouraged to perform as a solo act.

I understand that, from time-to-time, two artists who jointly play at least one instrument and can sing should be encouraged to perform as a duo act.

I understand the mission statement of the CDBS and that we encourage musicians at all experience levels and abilities to participate in the open mic jam sessions.

I understand that I am responsible for coordinating each set and communicating with the groups of musicians for each set, when they will be expected to perform.

I understand that each set has a time budget of approximately 15 minutes or 3 songs.

I understand that I should feel empowered to allow sets to run longer than this, should significant crowd engagement exist while using my best judgment in budgeting time to ensure all musicians who sign up are provided an opportunity to perform, within my best ability.

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I understand that CDBS desires to maintain at least an average level of musicianship in each set, so that the performances have the greatest chances of being a pleasurable experience for the artists as well as the audience.

I understand that, as a general rule, when time does not permit all artist to perform, precedence will be based on a first-come-first serve basis when all other factors are equal.

I understand that from time-to-time there are too many musicians who play the same instrument and there is no good way to accommodate them all. In these cases, I will verbally communicate with those who will not be able to play that they will have priority at the next jam session, should they attend. I will submit a list for carry over musicians to the President or board members to the next Jam.

I understand that working with musicians and managing peoples expectations is not always easy, but I will do my best to treat all musicians with dignity and respect knowing that I am representing the CDBS, its Officers, Board of Directors, and Members.

I understand that should a significant disagreement or dispute with an Artist occur, I should direct the Artist to the President. Should he or she not be present, I will then reach out to the Vice-President, other Officer, or finally a present Board Member and have them engage with the Artist.

I understand that I am to report the total number of musicians who signed up to participate in the jam at the end of the night to the President or other residing Officer.

I understand that I am to assist the Audio Support Engineer with playing Blues music before the night kicks off. (Approximately 6:30pm to 7pm)

I understand that I am expected to provide announcements to the audience between set changes relevant to CDBS activities and upcoming events. I understand that I will work with the Chair of the Marketing Committee or other presiding Officer on these announcements.

I understand that I am there to encourage good will and audience participation as well as an appreciation for the musicians and audience.

I understand that I may need to be flexible and work with the presiding Officers on any changes that may be needed on any given night.

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I understand that when performing the duties of the Audio Support Engineer:

I am expected to be available and at the venue by 5:30pm.

I understand that I will be using gear provided and owned by CDBS.

2025 CDBS BYLAWS

I understand that I will treat the gear as it were my own, and any damages due to pure negligence on my part will forfeit any monies earned and be cause for exclusion from performing this job for CDBS in the future.

I understand that I will take an inventory of all items before the performance begins and ensure they are all returned at the end of the night.

I understand that I am **not expected** to transport the gear to or from any venue.

I understand that the gear will be stored at the venue.

I understand that I am expected to set up all microphones and or line outs for all stands for all musicians and instruments.

I understand that I am expected to work with the gear and amplifiers supplied by musicians.

I understand that I am expected to set volume levels for all musicians with a primary emphasis on the total front-of-house sound that strives to achieve the best audio fidelity for the Artists and Audience.

I understand that I will be asked to help play recorded Blues music before the Host Band performs.

I understand that I am expected to tear down and account for the gear at the end of the night, as prescribed by the CDBS, based on venue usage and needs.

I understand that the performance should not extend beyond 10pm and that I can expect to have the gear torn down generally not later than 10:30pm.

I understand that I will be working with musicians of various experience levels and some may need more help than others.

I understand that I am expected to do my best to accommodate the Artists needs.

I understand that working with musicians and managing peoples expectations is not always easy, but I will do my best to treat all musicians with dignity and respect knowing that I am representing the CDBS, its Officers, Board of Directors, and Members.

I understand that should a significant disagreement or dispute with an Artist occur, I should direct the Artist to the MC and or President. Should he or she not be present, I will then reach out to the Vice-President, other Officer, or finally a present Board Member and have them engage with the Artist.

2025 CDBS BYLAWS

ADOPTION OF BYLAWS

We, the undersigned, consent to adopt the foregoing Bylaws, as the Bylaws of this corporation.
ADOPTED AND APPROVED by the Board of Directors on this 13th day of March, 2025.

Steven Rock Rock
President – Central Delaware Blues Society, Inc.

James Newill (James Newill)
Vice President – Central Delaware Blues Society, Inc.

Vacant
Secretary - Central Delaware Blues Society

Jon Brennan (Jon Brennan)
Treasurer – Central Delaware Blues Society

Tim King
Witness