2026 CDBS BYLAWS (11 August 2026)

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.

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 Committee is defined in Article 5, 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.

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~~.~~

A critical aspect of CDBS maintaining its ability to operate is the commitment of the Board of Directors to the organization. To help objectify board members' contributions, there is an expectation that:

- Each board member will attend ½ of the Board/Special meetings within a year (assessed at each annual meeting). If the board member is elected during the year, they are only have to attend ½ of the meetings from their appointment to the annual meeting.
- The Annual meeting is critical to the strategic and yearly tactical operation of CDBS. Therefore, if a board member inability to attend the Annual meeting will be reviewed by the board.
- Board member presence at Jams and Shows is critical to remain in touch and assess CDBS operations. It is expected that Board members will be present at 1/3 of the Jams and Shows during the year. Attendance will be noted on the recaps of the Jam/Show which is sent to each board member. This will provide opportunity to ensure the records recording attendance is accurate.

Note that attendance via electronic connection is acceptable for any of the meetings (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

Board meetings are typically on the 2nd Tuesday of each month, however the executive committee may change the schedule as long as it is approved by the board (this should be set at the annual meeting). 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 Committee over the last month, provide advance notice of critical future events (shows, or significant upcoming actions), and present any items requiring board approval.

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 Committee 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 who call for the special meeting of the BOD will set the time and location of the meeting.

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 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 can 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.
- Founders of the Central Delaware Blues Society: Craig Coffield and Kenny Belmont.
- Past Presidents: As of February 2026, the past presidents are Barry Pugh, Jim Martin and Tony Pierce, and Steve Rock.

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 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.

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, nay, 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 discussion topics 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 as fast as reasonably possible but at least 1 week before the next board meeting.

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 Committee. It is the intent of this Executive Committee to manage the day-to-day operations of CDBS under the guidance of the entire Board of Directors. The Executive Committee will strive to keep the board informed and follow the policies and procedures included in this document. Any member of the Executive Committee 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 operations and meetings, etc.).

The Vice President is a member of the Executive Committee and is responsible, working with the President and the rest of the Executive Committee, with the overall operation of CDBS.

Section 1.3. Secretary

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 inspect for 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 Committee 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/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. 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 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 VIII. ADDENDUMS

Section 1. Amending the 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. Amending the Bylaws

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. Current Operating 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 along with the marketing for the events.
- International Blues Challenge (IBC): Manage both the competition and the associated fundraiser for CDBS entry into the Blues Foundations International Blues Challenge.
- Membership Committee: Manages both membership and membership drives for CDBS.

- Merchandise Committee: Manges CDBS merchandise and sales at CDBS events.
- Grants and Fundraising: Manages fundraising efforts for CDBS.

Section 4. Accounting and Financial Policies

Part 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.

Part 2. Division of Responsibilities

1. An Annual Budget for Board Approval, will be prepared by the Executive Committee 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 Committee (Officers) and potentially other members of the board will appoint by the to be authorized signers on the bank accounts by the board of directors.

a. The President, Vice President and Treasurer have access to the online banking.

b. The full Executive Committee will have debit cards and checks issued and are authorized to use for transaction of CDBS business.

4. Board Review and approve all transactions over $500. Exception: Since the majority of transactions above $500 are tied to hiring Acts, the Booking committee can write contracts up to $2500 following the rules within the Bylaws. Contracts over $2500 will require board approval.
5. The Treasurer will review and approve all expenditures. The treasurer is required to ask for board approval if that budget is exceeded.

Part 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 person responsible for managing these receipts will verify (count) each of the aforementioned, to one of the board designated individuals to deposit the funds the earliest convient time largely within 1 week in the Central Delaware Blues Society Bank Account.

- All funds collected will be counted by at least 2 Board Members .

- The Depositor shall forward to the Treasurer a copy of the deposit slip, along with a copy of the receipts

- Deposits will be verified by the Treasurer.

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

Part 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

Part 6. Handling of 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
- A copy of the receipt including the signature of the individual receiving the funds

Section 5 Conflict of Interest and Compensation

Part 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.

Part 2: Definitions

Interested Person

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.

Part 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.

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.

Part 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.

Part 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,
- 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.

Part 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.

Part 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.

Section 6 Harassment and Discrimination policy

CDBS is committed to creating a safe and inclusive for all individuals associated with CDBS.

CDBS is committed to providing an inclusive and welcoming environment, free from any form of discrimination. We value and respect the diversity of our community and are dedicated to treating all individuals with respect, dignity, and fairness. We will not tolerate any form of discrimination, harassment, or retaliation.

CDBS prohibits any conduct that constitutes discrimination, including by not limited to:

- Treating individuals unfairly or unequally
- Making derogatory or offensive comments or jokes
- Engaging in harassment or bullying
- Denying individuals equal opportunities or access to any resources
- Faling to provide reasonable accommodation for any individual

CDBS is committed to protecting individuals who report incidents of discrimination from retaliation. CDBS will take steps to prevent and address any potential retaliation.

ANY CONCERN OF DISCRIMINATION SHOULD BE REPORTED TO THE PRESIDENT, THE VICE PRESIDENT OF CDBS, AND/OR ANY OTHER BOARD MEMBER.

Section 7 Code of Conduct

Part 1: This policy establishes a formal statement about promoting ethical conduct. As a nonprofit organization at the forefront of Central Delaware Blues Society (CDBS) is to uphold the highest legal, ethical, and moral standards. Our donors and volunteers support XYZ because they trust us to be good stewards of their resources, and to uphold rigorous standards of conduct. Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity. CDBS will comply with all applicable laws and regulations and expect its directors, officers, and employees to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect. Directors and officers should not use their positions to obtain unreasonable or excessive services. In general, the use of good judgment based on high ethical principles will guide directors, officers, and employees with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of CDBS Board. In all questions involving ethics and conduct, the board will make relevant determinations, except that any individual whose conduct is at issue will not participate in such decision.

Part 2: It is also expected that any participant will be:

- Inclusivity & Respect: Welcome all people regardless of gender, gender identity, sexual orientation, race, ethnicity, religion, age, ability, or dance experience.
- Consent & Boundaries: All interactions should be based on mutual respect and consent.
- No Harassment or Discrimination: Zero tolerance for harassment, intimidation, unwanted contact, or inappropriate behavior in any form

CDBS will publish in prominate places (Facebook, Marquee, and table handouts) the members portion of this policy.

Section 8 Records Retention

Purpose:

- The purpose of this Records Retention and Destruction Policy is to ensure compliance with federal and state laws and regulations, eliminate accidental or innocent destruction of records and facilitate NONPROFIT operations. This policy provides for the systematic review, retention, and destruction of records received or created by NONPROFIT in connection with the transaction of business.

Definitions:

- **Records** means documented information, regardless of format, whether physical or electronic, including electronic data compilations and email messages, which may be generated or received by NONPROFIT in the course of business. Unless otherwise specified, records do not include drafts, transitory information (such as, information generated during day-to-day business operations which has no business or legal value to NONPROFIT beyond a short period of time), copies, forms, and reference materials.

Litigation Hold Instructions:

- NONPROFIT will retain certain records and information relevant to pending or reasonably anticipated legal proceedings. In the event of pending or anticipated litigation or other types of legal disputes, investigations or proceedings, the President

& CEO will issue litigation hold instructions halting the destruction of any potentially relevant records and information during a specified period.

- Agents of NONPROFIT will inform the Chief Executive of reasonably anticipated litigation or a governmental investigation involving NONPROFIT and retain records and information relevant to such litigation or a governmental investigation until otherwise specified by the Chief Executive.

Procedures:

- The Chief Executive will maintain and inform the Board of Directors in writing of procedures to implement this policy. Such procedures may require the retention of records not specified in this policy and will include procedures for document destruction and the maintenance and disposal of information not qualifying as a record.

Record Retention Schedule:

- NONPROFIT will retain records in accordance with the following schedule. When the retention period identified has been satisfied for a particular record, the record may be destroyed unless subject to a Litigation Hold Instruction or otherwise specified by law, the Board of Directors or Chief Executive, or designee.

ADMINISTRATIVE	RETENTION
Calendars	Year created + 3 years
Correspondence Includes general correspondence not maintained in other record categories (Contracts, Personnel Records, etc.)	Year created + 3 years
Meeting Minutes	Permanent

FINANCIAL	RETENTION
Accounts Payable and Receivable	Year created + 7 years
Ledgers and Schedules	While active + 7 years
Audit Reports	Permanent
Balance Sheets	Year created + 7 years
Bank Reconciliations	Year created + 7 years and/or until all federal and state audit requirements have been met.
Bank Statements	Year created + 7 years
Capital Asset Records Includes: Fixed asset listings; depreciation/amortization schedules; etc.	While current + 7 years
Checks	Year created + 10 years
Depreciation Schedules	Permanent
Expenses and Purchases- Documentation can include: cash register tapes, account statements, canceled checks, invoices, credit card sales slips. Separate deductible expenses in the event organization pays unrelated business income tax.	Year created + 7 years
Gross Receipts Includes: Amounts received from all sources and supporting documents (such as charitable gifts and donations, charitable gaming	Year created + 7 years

receipts, cash register tapes, bank deposit slips, receipt books, invoices, credit card charge slips, and Form 1099-MISC)	
Journal Entries	Permanent
Vendor Invoices	Year created + 7 years
Year-end Financial Statements	Permanent

HUMAN RESOURCES	RETENTION
Employee Selection Includes: Résumés; applications; candidate information; references; interview notes; and rejection letters. Employment applications for successful candidates will be retained as personnel files.	Employment decision + 3 years
EEO Claims and Employment Documents Relevant to Discrimination or Other Statutory Claims	Resolution + 7 years
EEO Reports	Filing date + 2 years
Employee Benefit Plans Includes: Records related to medical and dental insurance plans	Life of plan + 7 years
Employee Retirement and Pension Records	Permanent

2026 CDBS BYLAWS (11 August 2026)

Employee Benefits File Includes: Enrollment for benefit plans; beneficiary information; beneficiary forms; applications; banking information	Separation + 7 years
Employment Tax Records and Returns	Year created + 7 years
FMLA Leave Documents	Separation + 7 years
I-9s Will be maintained separately from employees' personnel files.	3 years after termination
Job Descriptions	While active + 2 years
OSHA and MOSH Logs	Year created + 5 years
Employee Medical Information Includes: Medical records; physical examinations; workers' comp claims; drug and alcohol testing; and medical forms requesting health information for insurance purposes. Employee medical records will be maintained separately from personnel files and securely stored.	Separation + 6 years Employee medical records pertaining to exposure to hazardous substances will be retained for separation +30 years
Payroll Records and Summaries	Year created + 7 years
Personnel Files	Permanent

Includes: Employment application; discipline reports; evaluations; certifications; salary history, etc.	
Policies, Guidelines and Employee Handbooks	While current + 3 years
Timesheets	Year created + 7 years
Unemployment Insurance Documents Includes: **(STATE) _DOL** forms; quarterly contribution reports; and employment reports.	Year created + 5 years
Volunteer Files Includes: Applications; references; certifications; hours etc.	End of service + 3 years

LEGAL DOCUMENTS	RETENTION
Accident Reports & Claims	Workers Compensation Claims: Date created + 5 years Long-term Disability: Separation + 7 years
Contracts, General	Expiration/termination + 15 years
Deeds, Mortgages and Notes	Permanent
Grant applications and Awards	Life of grant + 7 years
Insurance Policies	Permanent
Intellectual Property	Permanent

Leases	Expiration/termination + 20 years
Litigation and Dispute Records	Closure of matter + 15 years
Permits and Licenses, Operational	Duration of permitted/licensed activity + 21 years
Permits & Licenses, One-time/Event Includes: Special event licenses, charitable gaming licenses, etc.	Year created + 3 years

INFORMATION TECHNOLOGY	RETENTION
Asset Management Files Includes: Hardware and software inventory; records related to vendor-leased hardware, etc.	While current + 7 years
Business Continuity and Disaster Recovery Program Records Includes: Business continuity plan; disaster recovery planning materials; emergency action plans, etc.	While current + 7 years
Information Security Includes: User ID Maintenance; roles-based access information; security access requests (new hires, terminations, security exceptions)	While current + 3 years
Systems Documentation	While current + 3 years

FACILITIES	RETENTION
Design and Construction Records	Life of property + 15 years

PUBLIC RELATIONS & MARKETING	RETENTION
Fundraising Records Includes: Donor lists and information; fundraising solicitations, etc.	While current + 7 years

CORPORATE & COMPLIANCE	RETENTION
Articles of Incorporation and Articles of Amendment	Permanent
Bylaws and Amendments	Permanent
Form 990 Includes: The Form 990, any scheduled filed with the Form 990 and as applicable, the 990-T	At least seven years from filing
IRS Determination Letter Granting Organization 501(c) Status	Permanent
1023 Application for Tax-Exempt Status Includes: All supporting documents submitted with the form, and any documents required by the IRS	Permanent

2026 CDBS BYLAWS (11 August 2026)

Combined Registration Application / Charitable Registration Records	Permanent

Section 9: Donor Relationships and Privacy

CDBS is committed to respecting the privacy of its financial and in-kind donors, whether the donation is made online, by mail, or any other method.

CDBS acknowledges the Donor Bill of Rights created by the Association of Fundraising

The Ten Rights of Donors

1. Informed of Mission and Use of Donations: Donors have the right to know the organization's mission, how donations will be used, and the organization's capacity to use resources effectively
2. Knowledge of Governing Board: Donors can be informed about the identity of board members and expect prudent stewardship
3. Access to Financial Statements: Donors have the right to review the organization's most recent financial statements
4. Assurance of Proper Use: Gifts should be used for the purposes for which they were given
5. Acknowledgment and Recognition: Donors are entitled to appropriate acknowledgment of their contributions
6. Confidentiality: Information about donations should be handled respectfully and confidentially, as allowed by law
7. Professional Relationships: Donors can expect professional conduct from all representatives of the organization
8. Transparency of Solicitors: Donors should know whether those soliciting donations are volunteers, employees, or hired professionals
9. Control Over Personal Information: Donors have the opportunity to remove their names from shared mailing lists
10. Freedom to Ask Questions: Donors can ask questions and receive prompt, truthful, and forthright answers

Professionals and follows the Standards for Excellence Ethics and Accountability Code for the Nonprofit sector

Annually, CDBS board members review and sign CDBS's confidentiality policy.

Financial donors provide standard payment information including, in many circumstances, credit card and bank checking data. Our donor and financial databases are encrypted to ensure privacy. We work with banking services to process credit card transactions, which those companies also use encryption and other appropriate security measures.

We will not sell, share or trade our donors' personally identifiable information with any other entity. In addition, we will not send mailings to our donors on behalf of other organizations, unless a donor has given us specific permission to do so

Consistent with the Model Standards, CDBS will advise all prospective donors to seek the assistance of their personal legal and financial advisors in matters relating to their gifts and the resulting tax and estate planning consequences. All information obtained from or about donors or prospective donors shall be held in strict confidence in accordance with CDBS's Confidentiality Policy.

2026 CDBS BYLAWS (11 August 2026)

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 11th day of August, 2026.

____

President – Central Delaware Blues Society

____

Vice President – Central Delaware Blues Society

____

Secretary - Central Delaware Blues Society

____

Treasurer – Central Delaware Blues Society

____

Witness