

# Bylaws of The Columbus Blues Alliance

(Adopted April 9, 2017)

## ARTICLE 1 - TERMS

- The Columbus Blues Alliance may be referred to within this document as the CBA.
- Any individual person, corporation, association, or organization may become a member of the CBA.
- A Member In Good Standing is one whose membership dues have been paid in full at least 30 days prior to engagement in any official business of the Columbus Blues Alliance.
- A Membership Meeting is one convened to conduct the business and affairs of the CBA.
- A Special Meeting is one convened for a specific purpose, pertaining to the matter by which it is referenced in this document; it may also be convened for a purpose not specified herein.
  - A Special Meeting may refer to a meeting of the Executive Committee, the Board of Trustees, or of the general membership.
- A Board Meeting is one convened for and only attend by the Board of Trustees.
- The Board of Trustees may be referred to within this document as the Board.
- The Executive Committee of the CBA may be referred to within this document as the Officers.
- A quorum shall be comprised of the members present at any Membership, Special, or Bylaw Review Meeting.
  - A quorum shall be comprised of no fewer than five members, including two Officers.
  - A quorum is required for any motions to be made or carried.

## ARTICLE 2 - MEMBERS

Members of the CBA in good standing shall have the following powers and rights:

1. To determine the principles according to which the CBA shall act, and by which it shall be governed.
2. To ensure that the CBA's present policies and actions align with the purposes established in the Articles of Incorporation.
3. To elect members to the Board of Trustees and the Executive Committee.
4. To remove any Trustee or Officer from office for good and sufficient cause, at any Membership or Special Meeting.
5. To approve, reject, modify, suspend, or veto any decision of the Board of Trustees or Executive Committee, via motions carried at any Membership or Special Meeting.
6. To hear and act as final arbiter in disputes regarding the business and affairs of the CBA, between or concerning the Board of Trustees, and/or Executive Committee.
7. To make, second, or vote on any motions made for the guidance and direction of the CBA at any Membership or Special Meeting.
8. To recommend amending, revising, or replacing the bylaws of the CBA; provide guidance and direction for such actions; and to vote on adoption of all changes to the bylaws.

## ARTICLE 3 - BOARD OF TRUSTEES

### SECTION 1 - Composition:

1. There shall be no fewer than five Trustees, including the Vice President of the Executive Committee (ex officio).
2. The number of Trustees may be increased or decreased, provided the number is not less than five, when deemed necessary. In such cases, the section(s) in these Bylaws pertaining to the election of Trustees shall be reviewed and revised as required.
3. The member having most recently served at least one full term as President of the CBA shall be designated the Emeritus Trustee.

### SECTION 2 - Eligibility:

1. Any person who is a member in good standing at the time of their nomination may be elected to the Board of Trustees.

### SECTION 3 - Terms:

1. Trustees shall hold office for two years, beginning on January 1 following their election. Only two Trustees shall be elected each year, except when there are additional vacancies due to resignation, removal, or death.

### SECTION 4 - Removal of Trustees:

1. If a Trustee is absent from two consecutive Board meetings without just cause, they are considered in default and may be removed from the Board.
2. A Trustee may be removed for just cause by a two-thirds vote of the quorum at a Membership or Special Meeting.

### SECTION 5 - Vacancies:

1. A vacancy on the Board of Trustees, occurring for any reason, shall be filled by the remaining Trustees.
2. A Trustee selected to fill a vacant seat shall serve the remainder of the term for that seat.
3. The remaining Trustees shall select a replacement by unanimous decision.

### SECTION 6 - Compensation:

1. Members of the Board of Trustees shall not receive salaries, fees, or any other compensations resulting from their service on the Board.

### SECTION 7 - Duties, Powers and Responsibilities:

1. The Board of Trustees is not intended to manage the day-to-day operations of the CBA, except as deemed necessary by the majority consent of the Executive Committee.
2. To manage, conduct, and control the business and affairs of the CBA, except where limited or dictated by:
  - a. the Articles of Incorporation of the Columbus Blues Alliance
  - b. local, state, or federal law requiring corporate action to be exercised, authorized, or approved by the members of the CBA
  - c. other restrictions expressly stated elsewhere in the Bylaws
3. Providing financial oversight and annual budget approval of the CBA.
4. Policy making and strategic planning, except where such authority is delegated to the Executive Committee or a committee designated for that purpose.

5. To the extent it deems necessary, the Board may delegate any portion of its authority to manage, control, or conduct the business of the CBA to any duly appointed committee, agent, or member of the Executive Committee.
6. Exercise general supervision over members of the Executive Committee and duly appointed agents.
7. The Board of Trustees shall be responsible to the members of the CBA for the proper performance of duties of the Executive Committee and duly appointed agents.
8. To determine or provide the method by which checks, notes, and other documents shall be signed, countersigned, or otherwise endorsed.
9. To determine the number and composition of the Executive Committee.
10. The Emeritus Trustee holds the right to be present at any meeting of the Board and to participate in all discussions.
11. The Emeritus Trustee may not vote or otherwise make decisions regarding the business of the Board, except in the case of an emergency tiebreaker.

SECTION 8 - Chairperson:

1. Following each election, the Board will select a Trustee to be the Chairperson for the ensuing year.
2. The Chairperson shall act as spokesperson for the Board and preside at all Board meetings.
3. The Vice President is not eligible to become the Chairperson.

## ARTICLE 4 - EXECUTIVE COMMITTEE

### SECTION 1 - Composition:

1. The Executive Committee shall be minimally comprised of, in order of authority: President, Vice President, Treasurer, Secretary, and Membership Chair.
2. The Board may create additional Officer positions as deemed necessary, by unanimous decision at any Membership or Special Meeting.

### SECTION 2 - Eligibility:

1. Any person who is a member in good standing at the time of their nomination may be elected to the Executive Committee.

### SECTION 3 - Terms:

1. Officers shall hold office for one year, beginning on January 1 following their election.
2. A member can only be elected to or otherwise officially hold one Office at a time.

### SECTION 4 - Removal of Officers:

1. An Officer may be removed for just cause by a two-thirds vote of the quorum at any Membership or Special Meeting.

### SECTION 5 - Vacancies:

1. A vacancy on the Executive Committee, occurring for any reason, shall be filled by the remaining Officers' nomination and approval by the Board.
2. An Officer selected to fill a vacant seat shall serve the remainder of the term for that office.
3. The remaining Officers shall nominate a replacement by unanimous decision at any Membership or Special Meeting.
4. The Board's approval of said nomination requires a unanimous decision.

### SECTION 6 - Compensation:

1. Members of the Executive Committee shall not receive salaries, fees, or any other compensations resulting from their service as an Officer.

### SECTION 7 - Duties, Powers and Responsibilities:

1. To conduct the day-to-day operations and affairs of the CBA, except where limited or dictated by:
  - a. the Articles of Incorporation of the Columbus Blues Alliance
  - b. local, state, or federal law requiring corporate action to be exercised, authorized, or approved by the members of the CBA
  - c. other restrictions expressly stated elsewhere in the Bylaws
2. Members of the Executive Committee shall be granted other such duties, powers, or responsibilities as prescribed by the Board.

### SECTION 8 - Specific Duties of the Executive Committee:

1. President:
  - a. Serve as the Chief Executive Officer.
  - b. Set the agenda for, and preside at all Membership and Special Meetings.
  - c. Designate Coordinators, with the unanimous consent of the Executive Committee, for roles or functions not specifically declared in these Bylaws.
  - d. Request a Board Meeting for anything requiring the decision or guidance of the Board.
2. Vice President:

- a. Assume the role of President during any absence or incapacity of the President
  - b. Become the President if there is a vacancy for any reason, of that office.
  - c. Hold the position of Trustee ex officio, with all the powers, rights, and duties of such.
  - d. Request a Board Meeting for anything requiring the decision or guidance of the Board.
3. Treasurer:
- a. Receive and manage all financial assets of the CBA as prescribed by the Board.
  - b. Keep accurate financial records and hold them open for examination by the membership, unless specifically prohibited by a contract.
  - c. File annual paperwork to retain our 501c3 status with the Internal Revenue Service, and nonprofit status with the State of Ohio.
  - d. Maintain a list of all regularly-occurring expenses, fees, and dues, and their due dates.
  - e. Record, archive, and distribute audits and opinion letters as needed.
4. Secretary:
- a. Attend and record the minutes of all Membership and Special Meetings, excepting meetings of the Board of Trustees.
  - b. Maintain and archive the minutes of all Membership and Special Meetings, past and present.
  - c. Archive the minutes of all Board Meetings.
  - d. Notify the membership and public of all Membership and Special Meetings when such notification is required.
5. Membership Chair:
- a. Maintain the CBA membership directory.
  - b. Contact members regarding membership status.
  - c. Collect membership dues on behalf of the Treasurer.
  - d. Recruit and retain members of the CBA.

## ARTICLE 5 - ELECTIONS

### SECTION 1 - Election Day:

1. Elections for the Executive Committee and the Board of Trustees shall take place at the December Membership Meeting.

### SECTION 2 - Eligibility:

1. Members in good standing may be nominated for candidacy to the Board of Trustees or Executive Committee.
2. Any member in good standing may be elected to any position on the Board of Trustees or the Executive Committee.
3. Members may be candidates for only one Office, or one seat on the Board.

### SECTION 3 - Nominations:

1. Members may be nominated by any other member in good standing, including themselves.
2. Nominations open 60 days prior to Election Day, and close 30 days prior to Election Day.
3. Members may be nominated for only one Office, or one seat on the Board.
4. Unnominated prospects may only be elected via write-in selection, on Election Day or via Absentee Ballot.

### SECTION 4 - Voting:

1. All members in good standing may cast one vote for each Officer of the Executive Committee and for two members of the Board of Trustees.
2. Members in good standing may vote in person, via absentee mail-in ballot, or via electronic ballot, if available.
3. Ballots shall be made available online within one week following the November Membership Meeting.
4. Absentee ballots must be received at the CBA mailing address prior to Election Day.
  - a. The Columbus Blues Alliance name and address must be present in the Address and Return Address areas of the envelope.
  - b. The words Absentee Ballot must be present in the front lower left corner of the envelope.
  - c. Only official CBA absentee ballots will be counted.
  - d. Absentee ballot envelopes will not be opened for tabulation until paper and electronic ballots are counted.
5. Electronic ballots must be authenticated (voting member must be in good standing) prior to Election Day.

### SECTION 5 - Ballot Tabulations:

1. Executive Committee ballots shall be counted by a Board member.
2. Board of Trustee ballots shall be counted by an Officer.
3. All candidates may request to have a representative witness the tabulations.
4. Each Executive Committee candidate garnering the highest number of votes shall be determined the winner for their respective office.
5. The two Board of Trustees candidates garnering the highest number of votes shall be determined the winners for those seats.

## ARTICLE 6 - BUSINESS OF THE CORPORATION

### SECTION 1 - Meetings:

#### 1. Membership Meeting

- a. Membership Meetings shall convene once each month within the State of Ohio.
- b. Membership Meetings may be rescheduled or cancelled for just cause by a majority vote of the quorum at any Membership or Special Meeting.
- c. Appropriate notification must be given for any reschedule or cancellation of a Membership Meeting.
- d. Membership Meetings are open to the public.

#### 2. Board Meeting

- a. The Board of Trustees shall meet quarterly to discuss the status and direction of the CBA.
- b. Board Meetings may be rescheduled or cancelled for just cause by a majority vote of the Board.
- c. Appropriate notification must be given for any reschedule or cancellation of a Board Meeting.
- d. If not already selected, the Board will select a Chairperson at the first quarterly meeting each year.
- e. Board Meetings may convene at any location with a majority consent of the Board of Trustees.

#### 3. Special Meeting

- a. A Special Meeting may be called by the President, Vice President, Board Chairperson, or a majority of the combined Board of Trustees and Executive Committee.
- b. Appropriate notification must be given upon the scheduling of any Special Meeting.
- c. Any business may be conducted at a Special Meeting.

#### 4. Bylaw Review Meeting

- a. A Bylaw Review Meeting is one called to discuss proposals for amending, revising, or replacing the bylaws, or to vote on adoption of previously-discussed changes.
- b. Appropriate notification must be given to the general membership when a Bylaw Review Meeting is scheduled, rescheduled, or canceled.
- c. A Bylaw Review Meeting may only convene within the State of Ohio.

#### 5. Actions In Lieu of Meeting:

- a. Any business that is time-sensitive or requires discretion may be conducted by means other than in-person Membership and Special Meetings.
- b. Such meetings may be conducted via email, conference calls, or other virtual meeting mechanisms.
- c. Such meetings may not be conducted for the purpose of reversing or otherwise contradicting resolutions previously adopted or motions carried by the general membership at a Membership or Special Meeting.
- d. All resolutions adopted or motions carried at such a meeting must be recorded and entered into record at a Membership or Special Meeting.



- e. The record of resolutions adopted or motions carried at such a meeting must state that they resulted from an Action In Lieu of Meeting.

#### SECTION 2 - Rules of Order:

1. The Board of Trustees and Executive Committee shall adopt a body of rules of order to govern proceedings at all meetings.
2. The rules of order may be amended, revised, or replaced at any time by a two-thirds vote of the combined Board of Trustees and Executive Committee, at any Membership or Special Meeting.

#### SECTION 3 - Standing Rules:

1. The Board of Trustees and the Executive Committee shall create, adopt, and publish a body of standing rules, outlining the procedures, provisions, and limitations of all Officers and Trustees.
2. The Standing Rules may be amended or revised, as recommended by the Board and Officers, by an affirmative vote of two-thirds of the quorum at any Membership or Special Meeting.

#### SECTION 4 - Transition of Officers:

1. To ensure an orderly transition, each outgoing Officer shall relinquish all CBA accounts, assets, and intellectual properties to their successor.
2. Each outgoing officer shall communicate with their successor for the purpose of transition and training, to be completed prior to the first Membership Meeting of the next fiscal year.
  - a. The Board of Trustees may grant the Treasurer additional time to complete transition of signatory for financial institutions.

#### SECTION 5 - Accounting Period:

1. The annual accounting period for the Columbus Blues Alliance begins January 1 and ends December 31.

#### SECTION 6 - Membership Categories and Dues:

1. CBA membership categories shall be decided by a two-thirds vote of the Board at any Membership or Special Meeting.
2. The Board may designate membership levels as complimentary, by unanimous decision.
3. The dues required for any membership categories shall be determined by a majority decision of the quorum at any Membership or Special Meeting.

#### SECTION 7 - Changes to the Bylaws:

1. A Bylaw Review Meeting is one convened to conduct discussions of a draft, as presented by the Board of Trustees, that includes recommended amendments, revisions, or replacement of the entire document.
2. The bylaws of the CBA may only be amended, revised or replaced at a Bylaw Review Meeting.
3. The date of any Bylaw Review Meeting shall be determined by a majority vote of the Officers.
4. Appropriate notification of a Bylaw Review Meeting shall be given not less than 2 weeks prior to the scheduled date of the meeting.
5. Notification of a Bylaw Review Meeting shall include the exact wording of both the current Bylaws and proposed changes, or the affected sections thereof.
6. The Chairperson of the Board of Trustees shall preside at, or designate another Trustee or Officer to preside at any Bylaw Review Meeting.

7. Amending, revising, or replacing the Bylaws of the CBA shall require a two-thirds vote of the quorum at a Bylaw Review Meeting, which is open to the general membership.
8. Any revised Bylaws document shall include the date of adoption.
9. All Amendments to the Bylaws shall be incorporated into this document under a new section, to be titled "Amendments".
10. Any document that replaces these Bylaws shall indicate it is such, and include the date of adoption of the document it replaces.
11. The Board of Trustees shall review the Bylaws, at a minimum, every two years.