



## ***Mission Statement***

The "**Loyal Blues Fellowship Inc. Inc.**" is a not-for-profit group of community members. It is the mission of the "**Loyal Blues Fellowship Inc. Inc.**" to; promote a raising cultural awareness of "Blues Impact on the North American Musical Heritage"; support the development of "Blues in the School" program; help in developing local talent; and produce quality Blues events in the Quinte, Hastings & Prince Edward area.

We as a group would like to see musicians from the area, different parts of Canada, and the world come together, to create a Blues festival that may one day become acclaimed in Blues society, and a tradition in the area, & Loyalist College.

The Hospitality & Tourism students of Loyalist College learn about the steps in producing a successful Festival (Tourism development event), by working with the "**Loyal Blues Fellowship**" to organize these events. Students hope to develop such skills as development of sponsorship, contractual negotiations, successful marketing and advertising, and media and public relations. This professionalism will benefit them in future careers.

We see these introductory years of the "**Loyal Blues Fellowship Inc.**", as a way to gain an interest in our project so that it can grow and expand in the years to come. With the help of local businesses and Blues enthusiasts, it is our belief that these goals can be met. We need to gain the support of the community to put on such an event. Our most important goal in the end, is to promote the Blues Culture in the Quinte region with fellow Blues fans and listen to great tunes.

## ***Bylaws***

### **NAME**

This fellowship shall be known as the **Loyal Blues Fellowship Inc.**, a nonprofit fellowship.

### **PURPOSE**

The Loyal Blues Fellowship Inc. is organized for charitable and educational purposes, is to preserve, nurture and promote, the Blues and Roots music.

### **BASIC RULES**

In order to achieve the stated purpose of the Loyal Blues Fellowship Inc., the following three rules will be applied in as reasonable a manner as possible:

- 1. For the purposes of the Loyal Blues Fellowship Inc., the term "Blues" as it is applied to music shall be given the widest definition possible. Generally if the artist(s) considers their music to be Blues and/or the audience accepts it as Blues, then the Loyal Blues Fellowship Inc. will consider the music to be Blues.***
- 2. The Loyal Blues Fellowship Inc. will not actively compete against other ongoing Blues related enterprises except in the case of special events. Such events should be spaced far enough apart to not seriously hurt the business of another ongoing Blues-related enterprise.***
- 3. Neither the Loyal Blues Fellowship Inc. nor anyone acting as its representative shall intrude upon the business or operational affairs of any other Blues-related enterprise unless requested.***

### **OFFICE**

The principal office of the Fellowship shall be in Belleville, Ontario. Said office shall be the registered office of the Fellowship, and the Fellowship shall have and continually maintain a registered agent whose address is identical with such registered office. The registered agent and the registered office may be changed from time to time by the action of the Board of Directors.



## **MEETINGS**

### **Membership Meetings**

Membership meetings shall be held at dates, times and places to be set by the Board of Directors.

### **Annual Meetings**

The Annual Meeting of the Fellowship and its membership shall be held in June of each year at a time and place to be set by the Board of Directors. One of the purposes of such a meeting shall be the election of a Board of Directors and officers for terms of two year. Directors and officers shall take office immediately after this election.

### **Quorum**

Two-thirds of the members (including in-person and written proxies) shall constitute a quorum for the transaction of business at the Annual Meeting, but if at any such meeting there shall be less than a quorum, a majority of those present may adjourn any such meeting at any time or place.

### **Voting**

Every member of the Fellowship, in good standing, shall have the right and be entitled to the number of votes as specified by membership level, in person or by written proxy, upon every proposal properly submitted to vote at any meeting of the Fellowship.

## **BOARD OF DIRECTORS**

### **Number and Term of Directors**

The business, property and affairs of this Fellowship shall be managed by a Board of Directors composed of a minimum of four (4) persons. In addition to the regular members of the Board of Directors, ex-officio members, who are deemed advantageous to the Fellowship's interests, may be appointed by the Board of Directors.

### **Duties of the Board of Directors**

The Board of Directors shall direct all business of the Loyal Blues Fellowship Inc.. The Board shall establish the policies, which govern fiscal matters and in general assume responsibility for the guidance of the affairs of the Fellowship.



### **Quorum**

The presence of two-third of Directors shall be necessary at any Board meeting to constitute a quorum to transact business. The act of a majority of Directors present at a Board meeting when a quorum is present shall be the act of the Board of Directors.

### **Regular Meetings**

Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate.

### **Special Meetings**

Special meetings of the Board of Directors may be held at the call of the President or by written request of sixty percent (60%) of the members of the Board of Directors. Notice of each special meeting shall be given to each Director not less than five days before the meeting, unless each Director shall waive notice thereof before, at or after the meeting.

### **Power to Elect Officers**

The general membership at the Annual Meeting of the Fellowship shall elect a President, a Vice-President, a Treasurer, a Recording Secretary, and a Board of Directors. The Board shall have the power to appoint such other officers and positions as the Board may deem necessary for the transaction of the business of the Fellowship. The Board shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

### **ELECTION PROCEDURES**

The Nominating Committee, composition of which is outlined elsewhere in these bylaws, shall begin its deliberations no later than April of each year, the Nominating Committee shall send letters to all members of the Fellowship, requesting suggestions for nominations for the Board of Directors and for Officers. The Nominating Committee shall present a slate of candidates for Board of Directors and Officers at the May Board of Directors meeting. Elections shall take place by written ballot at the Fellowship's Annual Meeting in June. All nominations shall be published and distributed via the internet, along with ballot and proxy forms, to all voting members in good standing prior to the Fellowship's Annual Meeting in June. Where as a position has no nominees or candidates the Nominating Committee may receive nominations from the floor during the Annual General Meeting.

### **Removal of Directors, Officers and/or Employees**

Any director, officer and/or employee may be removed by a majority vote of the Directors whenever, in the judgment of the Board, the best interests of the Fellowship will be served thereby. A director with more than three un-excused absences shall be asked to resign from the Board.

### **Officers**

The officers of the Board of Directors shall be the executive of this Fellowship. They shall consist of the President, the Vice-President, the Recording Secretary, and the Treasurer, all of whom shall be members of the Board of Directors. Each officer shall be elected to hold office for a period of two years.

### **President**

Preside at all meetings of the Board of Directors. Be an ex-officio member of all of the committees except the Nominating Committee. Perform all other duties usually pertaining to the office of the President.

### **Vice-President**

Preside at all meetings of the Board of Directors and at all meetings of the Executive Committee in the absence of the President. Perform all such other duties usually pertaining to the office of the vice-President.

### **Treasurer**

Be custodian of all funds and securities of the Fellowship and collect interest thereon. Keep a record of the accounts of the Fellowship and report thereon at each regular meeting of the Board of Directors. Make a report at the Annual Meeting and special reports when requested. Deposit all monies of the Fellowship in the name of the Loyal Blues Fellowship Inc. in a financial institution or institutions selected and designated by the Board of Directors, subject to withdrawal for authorized purposes upon the joint signatures of two of the officers of the Fellowship, one of whom shall be the Treasurer and the other of whom shall be the President or Vice-President.

The Treasurer's accounts shall be reviewed & approved annually by the President and the Board of Directors.

### **Recording Secretary**

Record the minutes of all meetings. Write up the minutes promptly following the meeting. Confer with the President for possible omissions. Send a duplicate copy of minutes to the President. Give notices of all meetings required by statutes, by-laws or



resolutions. Take attendance record at meetings. Maintain committee reports. Perform such other duties as may be delegated by the Board of Directors. Carry on all necessary correspondence of the Fellowship.

## **COMMITTEES**

With the exception of the Nominating Committee (the membership of which is provided by these by-laws) and, the President, within one month of his/her election, shall make appointments to all committees and shall designate the chairman of each such committee from the membership of the Board of Directors. In addition to the standing committees hereinafter established, the President may appoint special committees, as the need arises. Each committee shall consist of one or more members.

### **Nominating Committee**

The President shall appoint a chairman of the Nominating Committee at the regular meeting of the Board of Directors held in April of each year. The Board of Directors shall select two additional members for this committee. A report of a slate of officers for the ensuing year shall be made by the Nominating Committee at the Board of Director's May meeting. No Board member or officer shall be nominated by the Nominating Committee without first having obtained approval of the nominee prior to submission of the report.

## **STANDING COMMITTEES**

### **Promotion/Marketing Committee**

The Promotion/Marketing Committee shall: Promote and market the Fellowship's Special events; Address the issues of educating the public on the aesthetic rewards and enjoyment available through Blues Music

### **Newsletter Committee**

The Newsletter Committee shall produce an Loyal Blues Fellowship Inc.. periodical which disseminates information about the Fellowship and Blues-related activities.

### **Special Events Committee**

The Public Events Committee shall plan and administer public events possibly including an annual Blues Festival and associated workshops.

### **Public & Corporate Liaison Committee**

The Public & Corporate Liaison shall: Maintain regular, productive communications between the Fellowship and other civic & corporate organizations in the greater Quinte area. Seek and maintain good relationships with other Blues societies. Monitor and



communicate with relevant public agencies such as local and regional arts councils. Subject to the prior approval of the Board of Directors, the Fellowship may take a position and press an opinion on issues directly affecting the Blues industry and this Fellowship, provided that no action shall be taken on such matters as clearly fall within the purview of individual members. Furthermore, no substantial part of the activities of the Fellowship shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the fellowship shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

### **Blues in Schools Committee**

The Blues in Schools Committee shall plan and administer a program or programs about the Blues designed to educate and inform students about one of America's indigenous cultures, the Blues.

### **Sponsorship Committee**

The Sponsorship Committee is appointed by the Treasurer and must be approved by the Board of Directors. Research fund sources with the goal of obtaining sponsorship, grants and awards.

### **ANNUAL REPORTS**

The President and Treasurer shall present their respective reports of the operation of the Fellowship for the preceding year at the Annual General Meeting in June of each year.

### **COMPENSATION**

No officer or director shall receive any compensation.

### **FISCAL YEAR**

The fiscal year of the Fellowship shall be May 31<sup>st</sup> to June 1<sup>st</sup>.

### **AMENDMENTS**

The Board of Directors may amend, revise, add to, repeal or rescind these by-laws and/or adopt new by-laws by a two-thirds (2/3) majority vote of the elected board.

### **FELLOWSHIP INCOME**

No part of the net income or principle of the Fellowship shall inure to the benefit or be distributed to any director or officer of the Fellowship or any member or person having a personal and private interest in the activities of this Fellowship. Reimbursement for



expenditures or the payment of reasonable expenses for services rendered shall not be deemed to be a distribution of income or principal for purposes of this article. Net income shall not exceed \$50,000 per year.

## **MEMBERSHIP**

Membership in the Loyal Blues Fellowship Inc. is open to those individuals, businesses and agencies, which are actively involved in the Blues or are interested in Blues or in the advancement of the Blues. The annual membership fees listed herein are initial fees, and may be changed by a majority vote of the Board of Directors. Membership categories include voting classes as described below.

### **Student Memberships**

Students may join for \$7 annually upon presentation of a current student ID. In addition to attending meetings and receiving newsletters, active student members have full voting rights and may serve on committees and the Board of Directors.

### **Individual Memberships**

Individuals may join for \$25 annually. In addition to attending meetings and receiving newsletters, active individual members have full voting rights and may serve on committees and the Board of Directors.

### **Family, Household and Band Memberships**

Families, households and bands may join for \$40 annually. In addition to attending meetings and receiving newsletters, active family, household and band members are entitled to two votes and may serve on committees and the Board of Directors. Only active members of a band are included in band memberships. Family, household and band memberships are limited to no more than eight (8) membership cards.

### **Business Memberships**

Small businesses may join for \$100 annually. In addition to attending meetings and receiving newsletters, active business members are entitled to one vote and may serve on committees and the Board of Directors. Business memberships are limited to no more than eight (8) membership cards. Business memberships are entitled to business card sized ads in four newsletters and a mention in all other Fellowship publications.

### **Corporate Level Memberships**

Fellowships and large businesses may join the Fellowship for a minimum of \$1,000 annually. In addition to attending meetings and receiving newsletters, active corporate level members are entitled to two votes and may serve on committees and the Board of



Directors. Corporate Level memberships are limited to no more than twelve (12) membership cards. Corporate Level memberships are entitled to business card sized ads in four newsletters and a mention in all other Fellowship publications, as well as banner advertising at all Loyal Blues Fellowship Inc. public events.

### **DISPUTES**

All disputes among members of the Loyal Blues Fellowship Inc. whose settlements are considered fundamental to the functioning of the Fellowship may be called to judgment by the Board of Directors. The Board of Directors must make judgment of disputes within thirty days from the time a judgment was called for. The judgment must be decided by a simple majority vote of the elected Board. An appeal of the Board's judgment, must be made in writing and must be received by the President or the Vice-President of the Fellowship within ten days after the judgment is made. An appeal of the judgment of the Board shall then be taken to the general membership for a vote. This vote must be held within thirty days of the filing of appeal. Extensions may be granted in all situations upon agreement of all concerned parties.

### **NONDISCRIMINATION**

The Fellowship shall operate in a nondiscriminatory fashion as regards membership, staffing, use of facilities, composition of governing bodies, purchasing and all other activities.

### **DISSOLUTION**

In the event of dissolution of this Fellowship, no director or officer of the Fellowship nor any member or person having a personal and private interest in the distribution of the assets of the Fellowship shall be entitled to share in the distribution of the assets of this Fellowship but such assets shall be donated, transferred, delivered and conveyed by the Directors to one or more organizations that are eleemosynary in character.