

BYLAWS OF THE OUACHITA RIVER BLUES SOCIETY, INC.

1.1 The organization shall be known as the OUACHITA RIVER BLUES SOCIETY, INC. (hereinafter referred to as the “ORBS”) and it may be an affiliate of any organization dedicated to preservation of that musical genre commonly referred to as “The Blues”.

1.2 The official address of ORBS shall be: 2305 North Seventh Street, West Monroe, LA. 71201

ARTICLE 2: MISSION STATEMENT

2.1 Honoring Blues heritage through promotion, education, and support of live music in the Northeast Louisiana Delta.

ARTICLE 3: LEGAL

3.1 Articles of Incorporation: The ORBS received a 501(c)(3) of the Internal Revenue Code under Section 170(c)(2) of the Internal Revenue Code. The ORBS assigned Employer Identification Number (EIN) is 92-2374362.

3.2 The ORBS is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or any successor statute that provides tax-exempt status.

3.3 The ORBS, nor any Member, Officer or Trustee acting on its behalf, may not conduct any activity which would violate any law or ruling concerning its non-profit or tax-exempt status.

a) The assets of the ORBS are permanently dedicated to tax-exempt purposes.

b) In the event of the dissolution of the ORBS, the remaining assets will be distributed to another Blues organization that is consistent with our Mission, or, if that is not available, for a tax-exempt purpose, or to the federal, state, or local government for a public purpose.

3.4 The fiscal year of the ORBS shall be the calendar year January 1 through December 31st.

ARTICLE 4: MEMBERSHIP

4.1 Any individual or organization may join the ORBS by completing the membership application, paying the appropriate annual dues and be compliant with the terms of membership.

4.2 The ORBS, or any Member, Officer or Trustee acting on its behalf in any manner, will not discriminate on the basis of age, gender, sexual orientation, marital status, veteran status, disability, race, color, national origin, creed, political affiliation, or religion.

4.3 Memberships

a. **ORBS Member (\$25)** – Good for one year from the date of the membership purchase, and entitles members to discounts to ORBS events, ORBS merchandise discounts, ORBS Newsletter, Recognition in the Newsletter “The Driftwood” as a member. The contribution to qualify for this level of membership shall be set annually by the Board at the Annual Board Meeting. In addition, they will have the ability to vote and to run for ORBS Director positions. To run for a director, they should be a member for 13 consecutive months or longer and have attended half of the member meetings a year. Members may vote for ORBS Board members at the Annual General Membership Meeting to be held on a date to be set by the Board each year but no later than March 31, and on other matters pertaining to the whole membership when other Membership Meetings are called to vote.

b. **ORBS Business Member (\$100)** – Good for one year and entitles members to discounts to ORBS Events, ORBS merchandise discounts, ORBS Newsletter, Recognition in the Newsletter “The Driftwood” as a member, and a listing und ORBS Friends on the website. In addition, they will have the ability to vote and to run for ORBS Director positions. An ORBS Business Member may be any individual, family or organization/band. The contribution to qualify for this level of membership shall be set annually by the Board at the Annual Board Meeting. The ORBS Business Member shall have all the rights and privileges associated with their category of ORBS Member for 2 people. The ORBS Business Member shall be recognized as such during the Annual Membership Meeting and on the ORBS website and within special event promotional materials if that ORBS Business Member wishes to be recognized. In order to run for a director, they should be a member for 13 consecutive months or longer and have attended half of the member meetings a year. Members may vote for ORBS Board members at the Annual General Membership Meeting to be held on a date to be set by the Board each year but no later than March 31, and on other matters pertaining to the whole membership when other Membership Meetings are called to vote.

c. **ORBS Benefactor (\$300 or more)** - Good for one year and entitles members to discounts to ORBS Events, ORBS merchandise discounts, ORBS Newsletter, Recognition in the Newsletter “The Driftwood” as a member, a plaque recognizing their membership and a listing und ORBS Friends on the website. In addition, they will have the ability to vote and to run for ORBS Director positions. An ORBS Benefactor may be any individual, family or

organization/band. The contribution to qualify for this level of membership shall be set annually by the Board at the Annual Board Meeting. The ORBS Benefactor shall have all the rights and privileges associated with their category of ORBS Member for 2 people. The ORBS Benefactor shall be recognized as such during the Annual Membership Meeting and on the ORBS website and within special event promotional materials if that ORBS Benefactor wishes to be recognized. In order to run for a director, they should be a member for 13 consecutive months or longer and have attended half of the member meetings a year. Members may vote for ORBS Board members at the Annual General Membership Meeting to be held on a date to be set by the Board each year but no later than March 31 and on other matters pertaining to the whole membership when other Membership Meetings are called to vote.

4.4 Special Memberships

a. ORBS Honorary Lifetime Membership – Any person may be elected as an Honorary Lifetime Member by a unanimous vote of the Board or by nomination and approval by a majority of the Membership present at a Membership Meeting. Customarily, Honorary Lifetime Members will be given to those persons who have made significant contributions of their time, money, and/or expertise to further the mission of the ORBS. Honorary Lifetime Members do not pay dues, do not vote, nor can they run for office. They are held in the highest regard. The Honorary Member shall be recognized as such during the Annual Membership Meeting and on the ORBS website and within special event promotional materials.

b. Complementary Annual Membership – The Executive Board may vote to provide a complementary annual membership to certain people for in-kind services. Complementary members have all the rights and privileges associated with the category of Standard Membership except they cannot vote, and they cannot hold office.

c. Ex Officio Membership - Shall be the Mayors of the Cities of Monroe and West Monroe, La. as well as other public positions which may be created by the Board.

4.5 The Board may modify current or create additional membership categories as it deems necessary.

4.6 The Membership Year begins on the date of payment of the appropriate annual dues and, if not renewed, membership expires at the end of the month of that date the following year. For Special Members, the date of annual membership begins when the vote is taken at the monthly Board Meeting.

4.7 Members can provide services or products to the ORBS and receive compensation for these services and/or products if the majority of the Board votes on said compensation. This is a competitive process where Board members should seek to collect community bids and vote on the bids, judging

on the basis of highest quality for said services or products, as well as a fair market price.

4.8 Members can make recommendations to the ORBS or bring forth concerns regarding the ORBS by contacting the Board President directly by email. The current President's email is: ORBS318@gmail.com. The President will discuss these items with the Board in the next monthly Board meeting and the President will email members regarding the outcomes of these discussions within a week after the Board meeting.

4.9 Except for non-payment of dues, no Membership may be revoked without a hearing before the Board taking into consideration all of the relevant facts and circumstances.

a) Any Member whose continued Membership is found to be not in the best interests of the ORBS may have their Membership revoked. For example, no Member is authorized to act or speak on behalf of the ORBS without Board approval.

b) A written statement of circumstances allegedly constituting grounds for revocation shall be submitted to the Member by the Board at the last physical or electronic address designated by the Member.

c) This notice shall set a date, not less than seven (7) days from its submission, for a Board Meeting at which the Member will have the right to present evidence in their behalf, either written or oral.

d) The Board may then vote on the revocation or vote to continue considering the matter. A majority vote of the Board is required to revoke a Membership.

ARTICLE 5: BOARD

5.1 The executive, financial, and general administrative functions of the ORBS shall be vested in the Executive Board which consists of the Officers (President, Vice President, Secretary and Treasurer) for each calendar year.

5.2 At the annual meeting, the attending members shall vote to elect board members either by slate or individual nomination. The Board may consist of at least five members and no more than 10 members. After the annual meeting where the board is elected, the Board shall elect officers for the Executive Board members. The Executive Board – President, Vice President, Secretary, and Treasurer, serving terms of two (2) years each by a majority vote of the members voting. No reduction in the number of Board members shall cut short the term of any of the Board Members.

5.3 In the event of a vacant Board position, the remaining Board members may elect, at the next Board Meeting, by majority vote of those voting, an Interim Board member to serve until the next annual election.

5.4 Duties of the Board shall include but are not limited to furthering the Mission of the ORBS. Board members shall endeavor to attend, promote, and market all ORBS events. In addition, Board Members will be expected to attend one Board meeting a month, as well as the general monthly meeting. They will also make themselves available by phone, text, or by email to consult on matters as they arise. Attendance by phone or a media application like Teams, does satisfy the attendance requirement.

5.5 Any Board member missing two Board meetings in a row, and not providing a majority of the remaining Board members with an acceptable reason prior to the meeting, may have forfeited his or her Board position and that position is then vacant.

5.6 Any Board member may resign at any time by notifying the Board in person, or in writing at the official address of the ORBS or via email to the President of the ORBS. The resignation is effective at such time as stated in the resignation.

5.7 No Board members shall receive financial compensation for his or her service to the ORBS unless for compensation of expenses incurred while executing their duties as an ORBS Board member and the compensation was approved by a majority vote of the Board, or as provided in section 4.7.

5.8 Any Board Member serves at the will of the entire Board. No Board member will be removed without a hearing before the Board taking into consideration all of the relevant facts and circumstances.

1. Any Board Member, whether they be an officer or a member-at-large, whose continued membership on the Board is found to be not in the best interests of the ORBS may be removed from office.
2. A written statement of circumstances allegedly constituting grounds for removal shall be submitted to the Board Member, and to the remaining Board, signed by at least three (3) Board members, at the official address of the ORBS or in person during a Monthly Board Meeting.
3. The Board will then set an agenda item at the next Monthly Board Meeting at which the accession Board members and the Officer will have the right to present evidence in their behalf, either written or oral.
4. The Board may then vote on the removal or vote to continue considering the matter. Removal requires an affirmative vote of a majority of those Members voting. Removal is immediate.

5.9 DUTIES OF OFFICERS

a. **President** – Responsible for and/or may delegate the following, strategic planning of all ORBS educational and performance programs strategizes and directs fundraising efforts through pursuing grants, corporate

sponsorships, and individual donations, as well as organizes events or performance events to raise money for the ORBS. Promotes the ORBS at community and state events as well in the press. Chairs all monthly Board meetings (except when a member is invited to Chair given expertise in a certain issue or absence of the President) and oversees the work and duties of consultants, musicians, and volunteers. Responsible for drafting amendments to the by-laws to be considered at the Annual General Membership Meeting and oversees the posting of by-laws on the website. Provides a summary of ORBS' important projects and activities to members at the General Membership Meeting and any other special meetings called for the entire membership. Stores all the hard copy and electronic files related to the ORBS working with the ORBS Archives to document the work of the ORBS for historical record. Responsible for the annual distribution of funds for the musical enrichment of local school children at a time set by the Board each year and also oversees the scholarship fund. Ensures that public safety and public health protocols are observed for all ORBS sponsored events.

Vice President – Responsible for assisting the President in the fulfillment of the executive tasks. Must be willing to cover any and all areas when the President cannot execute those duties. Will also assume any other vacant officers' duties as deemed necessary until an Interim Officer is selected by the Board.

Secretary – Responsible for recording, typing up and emailing minutes from all Board and regular Monthly meetings to the Board and to the ORBS Consultant. Responsible for signing up new members and collecting emails at monthly meetings. Responsible for taking attendance at monthly meetings. Disperse any membership benefit products (e.g., magnets, stickers, etc.) at monthly meetings. Laisse with ORBS consultant to update membership and email lists based on monthly meeting sign-ups. Will report updates in membership status at Executive Board meetings.

Treasurer – Establishes and maintains financial records of the ORBS. Accounts for all monies received and expended. Maintains the Purchase Orders file. Reads and makes available during each meeting an updated financial report. Collects dues and other monies raised by the ORBS.

6.0 STEERING COMMITTEE FOR ORBS BLUES CHALLENGE (ORBAS BC)

6.1 One of the goals of the ORBS is to host a local blues challenge to send representatives to the International Blues Challenge (IBC) in Memphis annually. The Board will appoint a committee to steer the planning of the ORBS Blues Challenge from beginning to completion. This includes recommendations of the time of year and number of days of the event.

6.2 The committee will be key players or partners in the project or those with particular expertise to lend to the project. It is vital to involve people who

are/desire to be directly involved with the organization and community. The ORBS BC Committee will help serve the organization and Festival organizers.

6.3 Our members will take priority when choosing a committee, but certain outside expertise may be recognized and used. Automatic members of the Committee are our Board. The ORBS BC Committee will be emailed and informed of which Board Meetings they should plan to attend.

6.4 The ORBS BC Committee's role is to provide advice and ensure a successful Challenge and Challenge outcomes such as logistics, sponsorships, tickets sales, performances, budgets, and marketing. Tasks may include:

- Providing input to the development of the BC, including the evaluation of strategy
- Providing advice on the budget
- Defining and helping to achieve BC outcomes (ticket sales, dynamic performances, community outreach, and engagement)
- Identifying the Fest priorities
- Monitoring and establishing timelines and potential risks
- Monitoring the quality of the festival as it develops
- Providing advice and sometimes making decisions about changes to the project as it develops
- Helping to plan honoree program, Blues-in-Schools, and music line-up
- Helping the OUACHITA RIVER BLUES SOCIETY, INC. to make meaningful community connections/relationships to better support Challenge activities and production.

6.5 The ORBS BC Committee provides support, guidance, and oversight of ORBS BC progress. Committee Members may work on the project themselves. Generally, the Program Manager and Executive Board do the work with the support and planning of the BC Committee. However, the ORBS BC Committee will be asked to step up on some aspects of the planning and implementation. "Some aspects" will be addressed in the first meeting and as needed.

6.6 The Program Manager will attend ORBS BC Committee meetings to report on progress and answer any questions raised by ORBS BC Committee members.

ARTICLE 7: ORBS COMMITTEES

7.1 The mission of the ORBS is to promote blues in the local area. The Board may at its discretion, establish committees like the OBBS BC Committee to accomplish its mission.

7.2 To establish a committee, a need must be identified, the board by majority vote of those attending, will vote to create the committee for the purpose of executing efforts to reach the goal.

7.3 Once created the Committee will meet, determine a plan for success and identify needs to obtain success., i.e., naming the goal, identifying persons that could offer expertise for success, cost and budget, time frame as well as any other thing needed to obtain the goal.

7.4 The committee must execute and when completed evaluate the success or failure of the effort. This will be reviewed by the board and how the ORBS continue will be determined by the board.

ARTICLE 8: MEMBERS' PROTOCOL

8.1 All members are requested to be mindful that we are ambassadors for the ORBS in our community. We should seek to advance the mission of the ORBS – *Honoring Blues heritage through promotion, education, and support of live music in the Northeast Louisiana Delta.*

8.2 Members are requested to promote and enhance ORBS' outreach efforts, to invite others to our free monthly meetings and to other ORBS sponsored events. This includes amplifying our outreach efforts on social media by liking and sharing our social media posts and inviting one's circle to ORBS monthly meetings and ORBS sponsored events. The ORBS is currently active on Facebook and Instagram.

8.3 Members are invited to visit our website – www.ORBS318.com and to share the website with one's circles of influence. Members are also invited to read the monthly newsletter to keep up with the latest happenings of the ORBS and to share with others.

8.4 In order to promote ORBS and to strengthen our community, we request members to remain respectful in their interactions with other members as well as with the larger community. We request that members take particular care in posting to social media, ensuring that posts are grounded in maintaining respect and concern for the entire community.

These are the by-laws of the Ouachita River Blues Society as established this _____ day of _____, 2023.

Attest:

Adrienne Lafrance-Wells, Secretary