

BYLAWS OF THE LOS ANGELES BLUES SOCIETY

ARTICLE ONE : IDENTITY AND OFFICES

1.1 NAME: The name of this organization is the Los Angeles Blues Society ("LABS.")

1.2 PRINCIPAL OFFICE: The principal office and place of business of The LABS shall be located in the County of Los Angeles, State of California, or at such other place as the Board of Directors may designate.

1.3 The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below or in attachment hereto, and such changes of address shall not be deemed an amendment of these bylaws.

1705 Maxson Rd., S. El Monte, CA 91733

Dated: May 19, 2010

Dated: _____

Dated: _____

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Dated: _____

Dated: _____

ARTICLE TWO : PURPOSE

The purpose of LABS is to perform the work of a local Blues Society: to benefit the people of the State of California by spreading education about, awareness of and participation in Blues music, an original and vital American art form, and in doing so, act within the law as a non-profit public benefit corporation and as stated in the pertinent Articles of Incorporation.

ARTICLE THREE: DIRECTORS

3.1 ELIGIBILITY, NUMBER, POWERS AND DUTIES:

3.1.1 Defined: Members of the LABS Board of Directors shall have been LABS members in good standing who, having then been properly elected to the Board, accept said seat on the board and maintain their good standing as members and as Directors.

3.1.2 Eligibility: Any individual member of the LABS in good standing is eligible to be elected a Director of The LABS, save as prohibited by applicable law.

3.1.3 Number: The Board of Directors (Board) shall consist of no less than three (3) and no more than eleven (11) Directors.

3.1.4 Power and Authority: The board as a body is authorized to exercise any and all lawful powers of the LABS, pursuant to these bylaws.

3.1.5 Duties: It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

(c) Supervise all officers, agents, and employees of the corporation to assure that their duties are

performed properly;

(d) Meet at such times and places as required by these bylaws;

(e) Register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

3.2: ELECTION OF DIRECTORS: At each annual meeting, there shall be elected all members of the Board of Directors. LABS Board elections shall occur by votes taken on secret written ballot on the date selected by the Board each year for the Annual Meeting, and shall occur as follows:

3.2.1 Invitation for Nominations by Members: shall issue at least sixty (60) days before the voting date, and signed nominations by LABS Members shall be accepted by e-mail, mail or personal delivery at the office of LABS until 6 p.m. the thirtieth (30th) day before the voting date.

3.2.1.5 The Invitation for Nominations shall also state the date, time and place of the Annual Meeting, and the time by which all complete ballots are to be submitted to LABS for counting.

3.2.2 Voting: Ballots containing the name of, and a brief statement by, each duly nominated LABS Member who agrees to stand for the seat, shall be given to each Member physically attending the Annual Meeting. The Members may submit their completed ballots to the LABS Secretary or her designee at the Annual Meeting until said time as is designated on the ballot. The Secretary (or on written appeal by two or more Members or one Director, the then-sitting Board) shall rule on discrepancies regarding said voting process.

3.2.3 Ballots and Counting: The Secretary or other person(s) designated by the board to conduct the election shall gather the ballots and, in a space enabling observation by any reasonable number of Member-observers, count said ballots openly, orally and in full view. The Secretary shall report the results and maintain the ballots and related documents among the LABS records thereafter.

3.3 TERM OF DIRECTORSHIP: The term of directorship is one (1) year. In the event of one or more empty seats on the board, the board may choose to conduct a special election generally consistent with the notice provisions, to fill open seats until the next regular election.

3.4 RESTRICTION REGARDING INTERESTED DIRECTORS: Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

ARTICLE FOUR: MEETINGS OF THE BOARD OF DIRECTORS

4.1 TIME, PLACE AND MANNER OF MEETINGS: Meetings of the Board of Directors shall take place at least nine times per year, and preferably monthly, at such times, dates and places as designated by a majority vote of the Board of Directors at the previous meeting or as provided otherwise herein.

The Board and Membership shall meet each August, said meeting shall be referred to as the annual meeting. Each Board Meeting shall be conducted by the Chair, Vice-Chair or a designee thereof, or, failing a designation then as selected by a Majority of Directors present. The Board Meetings shall be conducted pursuant to Roberts Rules of Order, as revised, insofar as such rules are not inconsistent with these bylaws, the LABS's Articles of

Incorporation, or with applicable laws.

4.2 **SPECIAL MEETINGS:** Special meetings of the Board of Directors may be called by the Chair, a member of the Executive Committee or by two or more members of the Board.

4.3 **NOTICE:** As notice herein provides for delivery via e-mail, all reasonable efforts must be made to ensure each Director has current and functioning e-mail service, and each others' addresses. In the event of a Director not having access to e-mail (sending or receiving), postal mail, facsimile or personal delivery of printed documents must be employed by and for said Director so that the message is received within the same time-frame as though it were e-mailed. The date and time of All notices of Board meetings shall be promptly posted on the LABS website to apprise Members thereof.

4.3.1 **Regular Meetings:** Notice of every Regular meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be delivered by e-mail to each member of the Board of Directors, at the address most recently given by said member to the full board, at least two (2) weeks before any such meeting.

4.3.2 **Special Meetings:** Notice of every Special meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be delivered by e-mail to each member of the Board of Directors, at the address most recently given by said member to the full board, at least five (5) days before any such meeting.

4.4 **QUORUM:** A quorum at any meeting of the Board of Directors shall consist of a majority of the duly-elected Directors in good standing.

4.5 **PLACE OF MEETINGS:** Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting of the Board of Directors, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- c) The corporation adopts and implements some means of verifying (1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

4.6 **ATTENDANCE:** Any Director who shall have been absent for three (3) consecutive meetings of the Board of Directors shall be automatically deemed resigned from the Board as of the end of the third (3rd) meeting, unless any of said absences are excused by a majority vote of the Board of Directors.

4.7 ACTION BY UNANIMOUS WRITTEN CONSENT: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent shall have the same force and effect as a unanimous vote of such Directors.

4.8 PROXIES: All action taken by Directors shall be taken by the elected Director personally; the powers of members of the Board may not be exercised by alternates, by proxy or the like.

ARTICLE FIVE: OFFICERS OF THE LABS; AGENTS AND REPRESENTATIVES

5.1 DESIGNATION OF OFFICERS: The officers of The LABS shall be President, Vice President, Secretary, and Treasurer, and others as may be authorized from time to time by the Board. The Chair shall serve as the Chief Executive Officer of The LABS, and in the Chair's absence, the Vice Chair, and in the Vice Chair's absence, the Treasurer.

5.2 DUTIES OF PRESIDENT: The President shall be the chief executive officer of The LABS and shall, subject to the control of the Board of Directors, supervise and control the affairs of The LABS and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by any applicable Articles of Incorporation of this organization, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Chair shall preside at all meetings of the Board of Directors, unless he or she designates another Director or the Board to select a Chair pro tem.

Except as otherwise expressly provided by law, by Articles of Incorporation, or by these Bylaws, he or she shall, in the name of The LABS, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

5.3 DUTIES OF VICE CHAIR: In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

5.4 DUTIES OF SECRETARY: The Secretary shall:

(1) Certify and keep at the principal office of The LABS the original, or a copy of these Bylaws as amended or otherwise altered to date.

(2) Keep at the principal office of The LABS or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(4) Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.

(5) (a) Keep at the principal office of the Corporation a membership book containing the name and contact data of each Member of LABS.

(b) Keep at the principal office of the Corporation a Board Roster containing the name, address, telephone number and e-mail address of each and every Director, and the date(s) of election and expiration of, resignation from or removal from the Board seat.

(6) Exhibit at all reasonable times with reasonable notice, to any member or director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Corporation.

(7) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

5.5 DUTIES OF TREASURER: The Treasurer, as Chief Financial Officer of The LABS, shall:

(1) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(2) Receive, and give receipt for, monies due and payable to the Corporation from any source.

(3) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(4) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(5) Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefore.

(6) Render to the Chair and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

(7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

5.6: ELECTION AND REMOVAL OF OFFICERS:

5.6.1 Election of Officers: The officers of The LABS shall be elected by majority vote at the same meeting or the immediately succeeding meeting at which regular elections are held, and shall serve until the end of said Directors regular term.

5.6.2 Removal of Officers: Any officer may be removed by the Board at any regular or special meeting by a super-majority vote of two-thirds of all of the members of the Board of Directors, provided that the grounds for such removal are submitted with notice of said meeting, and provided further that said officer shall have a reasonable opportunity at said meeting to oppose said removal and grounds therefor.

5.7: AGENTS, REPRESENTATIVES AND EMPLOYEES: The Board may designate a person or persons to function as agent, representative and/or employee of The LABS, whose duties, responsibilities and accountability, and compensation if any, shall be as approved by a majority of the Board. The Board shall retain the authority and duty to oversee and manage said agents, representatives and/or employees.

ARTICLE SIX : COMMITTEES OF THE BOARD

6.1 STANDING COMMITTEES: The Board shall, as it deems fit, designate Standing Committees, obligated to meet with the same meeting notice as provided in Article Five, at least six (6) times per year and to report the status of their work regularly to the Board at each Regular Board Meeting. The purpose of said committees is to support the work of The LABS in conformity with the Articles of Incorporation, these bylaws, the Board and applicable laws. Unless the Standing Committee is exercising powers expressly and properly delegated to it by the Board, no decision of a Standing Committee is binding upon The LABS or its Board, absent ratification and adoption by the board of said decision.

Each Director shall sit on at least one (1) Standing Committee. Each Standing Committee shall have as a regular member at least one (1) officer/executive-committee member. The Chair shall designate committee memberships among the Directors, in cooperation with the Directors. Any Director may attend another committee meeting, but may only vote after becoming a member of said Standing Committee. LABS Members may join Standing committees subject to majority approval of said committee.

6.2 AD HOC COMMITTEES: The Board and/or Standing Committees may, as deemed fit, create temporary, special-purpose (Ad Hoc) Committees to support the work of The LABS. Said Ad Hoc Committees shall be given written, clear instructions and goals by their creating entity, and shall be overseen by a Standing Committee or Officer(s). All Ad Hoc Committees shall, during their life, report the status of their work and standing at each Regular Board Meeting.

Ad Hoc Committees must be comprised of at least one-third (1/3) Directors, and all members must be approved by the creating entity. No decision of an Ad Hoc Committee is binding upon The LABS or its Board, absent proper ratification and adoption by the Board.

6.3 ADVISORY COMMITTEES: The Board and/or Standing Committees may, as deemed fit, create Advisory Committee(s) to support the work of The LABS. Said Advisory Committee(s) shall be given written, clear instructions and goals by their creating entity, and shall serve in a support function to assist in the various legitimate endeavors of The LABS. Members of Advisory Committee(s), and means of selecting them, shall be determined by majority vote of the Board.

Each Advisory Committee shall have a Director designated as Board liaison, and said liaison Director shall report the status of the Advisory Committee(s) work and standing at each Regular Board Meeting.

6.4 EXECUTIVE COMMITTEE: The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, Treasurer and any other sitting Director(s) assigned thereto by a majority vote of the Board.

The Board of Directors may, by a majority vote of Directors, delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (1) The approval of any action, which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (2) The filling of vacancies on the Board or any committee which has the authority of the Board.
- (3) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (4) The amendment or repeal or any resolution of the Board, which by its express terms is not so amendable or repeal-able.
- (5) The appointment of committees of the Board or the members thereof.
- (6) The approval of any transaction to which The LABS is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated to said Executive Committee, increase or decrease but not below the four (4) officers of Chair, Vice Chair, Secretary and Treasurer the number of its members, and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

ARTICLE SEVEN : GENERAL PROVISIONS

7.1 RESIGNATION: Any director may resign his or her position by written resignation filed with the Secretary of The LABS.

7.2 MEMBERSHIP NOT TRANSFERABLE: Membership on the Board of Directors, or any position as Officer of The LABS, or membership of the LABS is not transferable by assignment, inheritance, or by execution, bankruptcy, or other process of law.

7.3 REMOVAL OF A DIRECTOR OR MEMBER: Any Director or Member may be removed by the Board of Directors at a regular or special meeting by a two- thirds vote of all of the members of the Board of Directors, provided that the grounds for such removal are submitted with the timely notice of said meeting and, provided further, that said Director or Member have a reasonable opportunity at said meeting to be heard in opposition to his/her removal.

7.4 EFFECT OF TERMINATION OF MEMBERSHIP ON BOARD OF DIRECTORS, OR EXECUTIVE COMMITTEE, OR POSITION AS OFFICER OF The LABS: Membership on the Board of Directors, or the holding of any office in The LABS, shall cease and terminate upon the death of the member, upon his/her removal or resignation as provided in these Bylaws, upon the termination of membership, or office-holding position.

7.5 NON-LIABILITY OF DIRECTORS: Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

7.6 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS: To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Non-Profit Public Benefit Corporation Law.

7.7 FISCAL YEAR OF THE CORPORATION: The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 8: CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

8.1 PURPOSE OF CONFLICT OF INTEREST POLICY: The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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.

8.2. DEFINITIONS:

(a) Interested Person: Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, 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.

8.3 CONFLICT OF INTEREST AVOIDANCE PROCEDURES:

(a) 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.

(b) 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.

(c) 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 corporation 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 corporation'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.

(d) 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 the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8.4 Compensation: Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified herein. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section xx of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in these bylaws.

ARTICLE 9: MEMBERS

1. DETERMINATION AND RIGHTS OF MEMBERS: The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions, and conditions.

9. 2. QUALIFICATIONS OF MEMBERS: Any person is qualified to become a member of this corporation.

9. 3. ADMISSION OF MEMBERS: Applicants shall be admitted to membership upon making written application therefor and paying the annual dues as specified in the following section of this bylaw.

9. 4. FEES, DUES, AND ASSESSMENTS:

(a) No fee shall be charged for making application for membership in the corporation.

(b) The annual dues payable to the corporation by members shall be in such amount as may be specified from time to time by resolution of the board of directors. Memberships shall be nonassessable.

9. 5. NUMBER OF MEMBERS: There is no limit on the number of members the corporation may admit.

9. 6. MEMBERSHIP BOOK: The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

9. 7. NONLIABILITY OF MEMBERS: A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

9. 8. **NONTRANSFERABILITY OF MEMBERSHIPS:** No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

9. 9 **TERMINATION OF MEMBERSHIP:**

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) In the event a member does not fulfill conditions for renewal (whether by paying dues or otherwise fulfilling the terms of renewal), said termination is automatic as of midnight on the date of membership expiration as indicated in LABS records and/or the applicable membership card.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the board of directors in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the board of directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the board shall be final.

(4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

9. 10. **RIGHTS ON TERMINATION OF MEMBERSHIP:** All rights of a member in the corporation shall cease on termination of membership as herein provided.

9. 11. **AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS** Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 10: MEETINGS OF MEMBERS

10. 1. **PLACE OF MEETINGS:** Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the board of directors.

10. 2. ANNUAL AND OTHER REGULAR MEETINGS: The members shall meet annually on the first Sunday in August in each year, at a time to be announced, for the purpose of electing directors and transacting other business as may come before the meeting. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these bylaws to regular meetings of members refers to this annual meeting.

If the day fixed for the annual meeting becomes impracticable due to circumstances beyond the control of the LABS Board of Directors, such meeting shall be held at the same hour and place on the next Sunday or as determined by the Board.

10. 3. SPECIAL MEETINGS OF MEMBERS: Special meetings of the members shall be called by the board of directors, the chairperson of the board, or the president of the corporation. In addition, special meetings of the members for any lawful purpose may be called by fifteen percent (15%) or more of the members.

10. 4. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the secretary of the corporation not less than twenty (20) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given thirty (30) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by e-mail or other means of written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by e-mail to the chairperson of the board, president, vice president, or secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is

present and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of directors without cause;
2. Filling of vacancies on the board by members;
3. Amending the articles of incorporation; and
4. An election to voluntarily wind up and dissolve the corporation.

10. 5. QUORUM FOR MEETINGS: A quorum shall consist of five percent (5%) of the voting members of the corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting in person no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

10. 6. MAJORITY ACTION AS MEMBERSHIP ACTION: Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these bylaws require a greater number.

10. 7. VOTING RIGHTS: Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote, subject to a roll call. Election of directors, however, shall be by ballot.

10. 8. PROXY VOTING: Members entitled to vote shall not be permitted to vote or act by proxy.

10. 9. CONDUCT OF MEETINGS: Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson, by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members, present in person. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with any provision of law.

10.10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING: Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

10. 11. REASONABLE NOMINATION AND ELECTION PROCEDURES: This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size, and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the board and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such

request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

1. inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
2. obtain from the secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes for any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the board of directors shall be nominated at the annual meeting of members held for the purpose of electing directors by any member present at the meeting in person. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the board of directors.

If this corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons to the board of directors.

10. 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING: Except as otherwise provided in these bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

10. 13. RECORD DATE FOR MEETINGS: The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE ELEVEN : AMENDMENT OF BY-LAWS

These By-Laws may be amended, altered or repealed in whole or in part at any meeting of the Board of Directors, provided that the proposed changes have been submitted to each member of the Board of Directors with and in the manner of timely notice of the meeting and provided further that the right of waiver of notice of meeting shall not apply. In order to be adopted, any proposal must receive the vote of two-thirds of all the members of the Board of Directors present and voting or voting at the meeting at which the proposal is voted upon.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons acting as the initial directors of Los Angeles Blues Society, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of fifteen pages, as the bylaws of this corporation.

Dated: May 19, 2010

Lorey Maurer, Director

Maile Alday, Director

Gene Carlson, Director

Dewey Tonrich, Director

Elizabeth Hangan, Director

Kathy Garvey, Director

David Fertig, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: _____

_____, Secretary