

MUSIC CITY BOPPERS, INC.

BYLAWS - June 11, 2003

ARTICLE I - CORPORATION NAME

- A. The name of the Tennessee non profit corporation shall be the MUSIC CITY BOPPERS, INC., DBA The Music City Bop Club, and may be referred to hereinafter as the Club.
- B. The Club name, logo and such like may be used only with the express written permission of the Board of Directors of the Club.

ARTICLE II - PURPOSE AND POWERS

- A. The purpose of the Club is to provide an organization for people who have a common interest in music and dancing based first on the music and dancing of the 50's and 60's known as the Bop Era but also encompassing other music and dancing that the Club may desire to include, such as Shag, Jitterbug, Swing, and other forms of "fast dancing" that are agreeable to the membership. It is further dedicated to the promotion and preservation of Rhythm and Blues, Shag, Beach, and Bop music.
- B. The Membership may add other purposes as may be needed.
- C. The Club shall have all powers granted to a non profit corporation in the Tennessee Non Profit Corporation Act.

ARTICLE III - ORGANIZATION AND MANAGEMENT

- A. The Club is organized in compliance with the Tennessee Non Profit Corporation Act and will be managed in accordance with said law.
- B. The Membership shall address and resolve any and all issues which may arise which are not addressed in these Bylaws.
- C. The Membership shall determine the direction of the Club and the Officers shall implement the directions of the Membership in an efficient, competent and financially responsible manner.

ARTICLE IV - MEMBERS AND MEMBERSHIP

- A. There shall be two classes of Membership, Active and Honorary.
- B. Active Members are those who have submitted the proper application for Membership to any officer and who have paid the required dues.
 - 1. Active Members have all the rights granted to Members in these Bylaws including the right to vote.
 - 2. Active Membership may be maintained by paying dues when they are due.
 - 3. Active Members shall be issued a Membership Card, a copy of these bylaws and any other documents deemed necessary by the Board.
 - 4. If an Active Member fails to pay dues when they are due, then that Active Member shall become a non-member and must reapply for membership, but if that same non-member pays the dues due by the end of the month following the date the dues were first due, then that Active Membership shall be considered as having been continually Active.
- C. Honorary Members are those so confirmed by a majority of the Membership voting on a motion to grant an Honorary Membership. Honorary Members have no voting rights and are not required to pay dues.

- D. A Member of this Club is not personally liable for the acts, debts, liabilities or obligations of the Club.
- E. A Member may resign from the Club at anytime but resignation shall not relieve the member from any obligations the member may have to the Club and unused dues will not be refunded.
- F. No Member may sell or transfer any Membership or any right arising therefrom.
- G. Dues shall be paid by the Members and the amount of the dues shall be approved by the Membership each year as a part of the annual operating budget.

ARTICLE V - MEETINGS AND VOTING

- A. Beginning in 1997, the annual membership meeting shall be held in November of each year on a date and at a time and location set by the Board at least 30 days prior to the annual meeting date.
 - 1. Notice of the annual meeting shall be given to all active Members at least 15 days in advance of the meeting.
 - 2. New Officers shall be elected each year at the annual Membership Meeting.
- B. Special Membership Meetings may be called at anytime and 15 days Notice of the date, time and location of the meeting shall be given to all Active Members.
- C. Only Active Members who became Active Members at least 30 days in advance of any Membership Meeting will be allowed to vote at that meeting.
- D. Active Members eligible to vote at meetings are entitled to cast one vote on each matter voted on by the Membership.
- E. A quorum of 10% of the Active Members eligible to vote must be present to begin the annual meeting, any meeting at which a new officer is elected, and/or any meeting at which a vote will be taken to change the Charter or these Bylaws.
- F. A quorum for all other Membership Meetings is the number of Active Members present for the meeting.
- G. If a quorum exists, then action on a matter on which a vote is taken is approved if the votes cast in favor of the action exceeds the votes cast opposing the action unless specific sections of these Bylaws provide otherwise.
- H. A vote may be cast only by Active Members present at meetings or by absentee ballot if specifically allowed in special individually considered cases.
 - 1. A written request for permission to vote by absentee ballot must be made to and received by the Board at least 10 days prior to the date of the meeting at which the vote will be cast.
 - 2. The request shall state the specific reason(s) and circumstances which justify voting by absentee ballot.
 - 3. The Board shall approve or disapprove the request and inform the Active Member making the request of the decision.
 - 4. If the request to vote by absentee ballot is approved, the Active Member shall write the vote in their own handwriting on a piece of paper, shall sign the paper, shall securely seal the paper inside an envelope, the envelope shall be clearly marked ABSENTEE BALLOT and the date of the vote shall be shown, the sealed envelope shall be delivered to the Secretary prior to the date of the vote and the Secretary shall deliver the sealed envelope to those responsible for counting votes.

- I. Proxy voting is not allowed at anytime.
- J. Officers (Directors) shall be elected by a majority of the votes of Active Members voting in each election.
 - 1. Nominations from the floor for candidates for each office to be filled will be accepted at the September and October membership meetings only. Nominations will be closed at the conclusion of the October meeting. Nominations shall be printed in the October and November newsletters. Nominees may submit a statement, of up to 100 words, and a picture to the editor for publication prior to the election.
 - 2. Candidates must affirm that they are willing to serve if elected or decline the nomination.
 - 3. The election for each office shall be by written ballot and the ballots shall be tabulated and the results reported by a committee which shall be assigned this task by the board.
 - 4. If one candidate for an office does not receive a majority of the votes cast in the election for that office, then a runoff election shall be held immediately following the first election between the two candidates receiving the most votes in that election.
 - 5. Elected officers shall assume their offices on January 1st of the year following the November election.
- K. All meetings shall be conducted in accordance with ROBERTS RULES OF ORDER, CURRENT EDITION, unless another method of conduct is stated for a specific function in these Bylaws in which case these Bylaws shall govern.

ARTICLE VI - OFFICERS AND DIRECTORS

- A. The elected officers of the Music City Boppers, Inc., along with the immediate past president of the Club, shall form the Board of Directors of the Club.
- B. All corporate powers shall be exercised by and under the authority of, and the affairs of the Club shall be managed under the direction of, its Board of Directors.
- C. The following officers shall be elected at the annual Membership Meeting each year, shall serve one year term of office, shall perform the duties shown by the office, and other duties stated elsewhere in these Bylaws or assigned by the Membership.
 - 1. President
 - a. Shall preside at all Membership and Board Meetings, both regular and special.
 - b. Shall nominate all Committee Chairperson for consideration by the Board.
 - c. Shall be authorized to sign checks.
 - d. Shall sign all contracts and legal documents with the Secretary after approval by the Board.
 - e. Shall serve as an ex-officio member of all committees.
 - f. Shall call special Membership and Board meetings as required and needed.
 - g. Shall create an agenda for all meetings and cause notice to be given of all meetings.
 - h. Shall vote only to break a tie at all Membership and Board meetings.
 - i. Shall participate in the creation of an annual operating budget for the Club.
 - 2. Vice President
 - a. Shall perform all the duties of the President if the President is absent or unable to perform.
 - b. Shall become President if the office of President becomes vacant.
 - c. Shall be authorized to sign checks.
 - d. May serve as a Member of any Committee.
 - e. Shall participate in the creation of an annual operating budget.

3. Secretary

- a. Shall record and maintain a record of all regular and special Membership and Board meetings.
- b. Shall sign all contracts and legal documents with the President after approval by the Board.
- c. Shall originate all official correspondence for the Club.
- d. May serve as a Member of any Committee.
- e. Shall be responsible for maintaining accurate Membership records.
- f. Shall participate in the creation of the annual operating budget for the Club.

4. Treasurer

- a. Shall create and maintain a financial accounting system adequate to the needs of the Club consistent with generally acceptable accounting procedures.
- b. Maintain all Club bank accounts including an accurate record of the source of income and expenses and all deposits and withdrawals.
- c. Produce monthly and year to date financial statements for the Membership.
- d. Produce a statement of the financial condition of the Club for the annual Membership meeting.
- e. Oversee the creation of the annual operating budget and produce a monthly analysis of budget performance.
- f. May serve as a Member of any Committee.
- g. Shall sign all checks on Club accounts.
- h. Shall present all bills, expense requests, etc. to the Board for consideration before paying same.

5. Trustee

- a. Shall review all proposals to assure that action taken complies with these Bylaws.
- b. Shall interpret these Bylaws and Roberts Rules of Order as the need arises.
- c. Is authorized to sign checks on Club accounts.
- d. May serve as a Member of any Committee.
- e. Assist the Treasurer in the creation of the annual operating budget and review of budget performance.

- D. To be nominated for any office, an Active Member must have first continually maintained Active Membership for a period of not less than 6 months before the date of the election.
- E. Two members of the same household or two people generally recognized to be a "couple" may not concurrently hold positions as officers.
- F. If an officer other than the President or the Past President resigns from the board, the Membership shall elect a replacement if such resignation occurs more than 120 days before the next election. Otherwise, the duties and powers of the resigning member shall be assumed and carried out by a member or members appointed by the board.
- G. An officer may resign at anytime by delivering a written notice to any other officer and the notice shall state the date upon which the notice is effective.
- H. Officers shall discharge their duties in accordance with the following standards.
 1. All actions shall be taken in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the Club;
 2. In making decisions, an officer may rely on information, opinions and reports of other officers, Members, committees and competent experts in any given field of knowledge;

3. Officers are not acting in good faith if they have knowledge of a matter that refutes information received from others;
 4. Officers shall avoid conflicts of interest but if a conflict of interest situation does occur, then the officer shall disclose the situation before any action is taken on the matter and the Board shall decide how to proceed.
 5. If an officer fails to adhere to these standards, then any Active Member may bring the matter before a Membership Meeting and the Membership shall determine a course of action which may include removing the officer from office.
- I. All action of the Board of Directors shall take place at regular or special Board meetings.
1. The date, time and location of regular Board meetings shall be set by the Board and notice to the Membership is required and the Membership shall be invited to all Board meetings.
 2. Special Board meetings may be called by the President or any two officers upon two days oral notice to all officers.
- J. Officers, Committee Chairpersons and Active Members shall not receive any compensation for their service to the Club, and officers should realize that it will actually cost them time and money to serve the Club.
1. Officers and Active Members may receive compensation for actual expenses incurred in specific instances if a request for expense reimbursement was made and specifically approved by the Board prior to the expense being incurred.
 2. Each request for expense reimbursement shall be considered individually by the Board and in the event of confusion concerning expense reimbursement, no reimbursement will be made.
- K. Committees shall assist the officers in doing the work of the Club.
1. Committees may be created by the Board as needed and they shall perform the functions assigned to them.
 2. The President shall nominate and the Board shall confirm all Committee Chairpersons.
 3. Committee Chairpersons shall select Active Members to serve on the Committee.
 4. The role of a Committee is to develop programs and recommend them to the Board and to implement programs after they are approved by the Board.
 5. Committees may not create a financial obligation for the Club without prior specific authorization by the Board.
 6. A specific budget shall be approved for Committees by the Board and the budget shall not be changed or exceeded without specific authorization and approval of the Board.
 7. Committees shall not enter into any contract or sign any legal documents on behalf of the Club - all such contracts and documents must be approved by the Board and must be signed only by the President and Secretary.
- L. The officers shall create a proposed annual operating budget for the club within 60 days of their election to office and shall present the budget to the Membership for approval not later than February 1st each year.
1. The proposed budget shall show anticipated revenues and expenses and shall be balanced.

2. The budget shall be broken into categories by committee functions showing both income and expenses for each committee listed.
 3. At the budget meeting, the Membership may discuss and change the budget proposal and shall finally approve a realistic, balanced annual operating budget for the Club.
 4. When the Membership approves a budget, then the Board may spend the budgeted funds in the categories shown and the Board shall make a monthly report to the Membership on the performance of the budget.
 5. Any changes in the budget of more than 5% of a budgeted item must be submitted to the Membership for approval before any money is spent.
 6. The budget may show a "Miscellaneous or Emergency" account that shall not amount to more than 10% of the total budget and if these funds are spent, a strict accounting for any such expenditures shall be made to the Membership within 30 days of such an expense.
 7. Between the date of their election until the date of the approval of the annual operating budget, the officers may spend an amount not greater than 10% of the previous year's budget for the operation of the Club and any money so spent shall be itemized and included in the new annual operating budget.
- M. Quarterly Membership Meetings shall be held in July, October, January and April of each year for the purpose of directing future action of the Board and reviewing past action of the Board.
1. At the February meeting, the Membership shall approve events, programs, committees and budgets after reviewing the proposal of the Board and may give the Board any other direction which the Membership feels is necessary or required.
 2. At the April, July, and October meetings, the Membership shall review the past performance of the Board and may change events, programs, committees or budgets and may take any further action which they feel is necessary for the well being of the Club.

ARTICLE VII - BYLAW AMENDMENTS

- A. These Bylaws may be amended by the Membership in accordance with the following procedure.
1. All proposed changes shall be discussed at a regular or special Membership meeting and the exact wording of the proposed amendment shall be agreed upon.
 2. The proposed change shall be presented to all Active Members in written form in the newsletter.
 3. After proper notice, Active Members shall vote on the proposed change at a Membership meeting and if the change is approved by not less than 67% of those voting, then the proposed amendment shall be adopted.

ARTICLE VIII - DISSOLUTION

- A. The Music City Boppers, Inc. may be dissolved by its Members if a plan to dissolve the Club is approved by 67% of the Active Members present and voting at a regular or special Membership meeting held after proper notice.
- B. Upon the dissolution of the Club, assets shall be distributed for one or more purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Service Code, or corresponding section of some future Federal tax code, or shall be distributed to the Federal government, or to a stable local government for a public use.