

FIRST AMENDED AND RESTATED BYLAWS OF

THE COLORADO BLUES SOCIETY

(July ___, 2010)

(A Colorado nonprofit corporation)

ARTICLE I – Gender

Words used throughout these bylaws, regardless of the number and gender specifically used, shall be deemed to include any other number, singular or plural, and any other gender, masculine or feminine, as the context requires.

ARTICLE II- Name

The name of the organization is the Colorado Blues Society.

ARTICLE III- Purpose

A. General Purpose

The Colorado Blues Society is dedicated to increasing awareness of and appreciation for the Blues as an indigenous American art form (and the wellspring from which all contemporary popular American music originated).

The purpose of the organization is to educate the general public about the native art form of Blues-related music by dissemination, performance, enhancing appreciation and understanding of, by interpreting, and by preserving the indigenous American art form, the Blues, and to take all such other actions as may be permitted by the Colorado Nonprofit Corporation Act, § 7-20-101 *et seq.*, Colorado Revised Statutes.

The Colorado Blues Society is organized and incorporated exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Colorado Blues Society shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. Policy of Non-discrimination

The Colorado Blues Society believes that equal opportunity is important for the continuing success of our organization. In accordance with state, federal, and municipal laws, this organization intends to comply with these laws which preclude negative discrimination because of race, disability, color, creed, religion, gender, age, sexual orientation, national origin, ancestry, citizenship, military status, or any other protected classification. This policy applies to

all activities of The Colorado Blues Society, including but not limited to employment, selection of volunteers, selection of recipients of its programs, grant-making, purchasing, and selecting vendors or consultants. The Colorado Blues Society defines "negative discrimination" to include (but not necessarily be limited to) denial of services, employment, or volunteer opportunities to any class of individuals in a manner that negatively restricts opportunities to that class of individuals.

ARTICLE IV - Offices

A. Business offices:

The principal office of the organization in the State of Colorado shall be located at such place as the Board of Directors may determine or as the affairs of the organization may require from time to time.

B. Registered Office:

The organization shall have and continuously maintain in the State of Colorado, a registered office, and a registered agent whose office is identical with that of the registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may, but need not be identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE V - Members

A. Membership and dues

The organization shall be comprised of six classes of members:

1. Regular Membership

All persons who have demonstrated an interest in the work of the organization by paying annual dues for the furtherance of the organizational purposes shall be members of the organization for a period of one calendar year from the date of payment of dues. Regular members shall be accorded all the rights and privileges thereof, as determined by the Bylaws and the Board of Directors. Regular Members are entitled to one (1) vote per membership.

2. Business Membership

Any business entity who has demonstrated an interest in the work of the organization by paying annual dues for the furtherance of the organizational purposes shall be members of the organization for a period of one calendar year from the date of payment of dues. Business members shall be accorded all the rights and privileges thereof, as determined by the Bylaws and the Board of Directors.

3. Student and Senior Membership

The society, aware of the economic hardship on students, and seniors (aged 60 and older), shall encourage membership among these groups by a reduced dues amount to be established by the Board of Directors. Student and senior members shall be accorded all of the rights and privileges of Regular Members, as determined by the Bylaws and the Board of Directors.

4. Family Group Membership

Spouses and children shall be eligible for Family Group Membership. Family Group Members shall be members of the organization for a period of one calendar year from the date of payment of dues. Family Group Members are entitled to two (2) votes per membership.

5. MOJO Membership

The Board of Directors has established this category of membership for members who are desirous of making an additional financial contribution to the Colorado Blues Society in the form of the payment of a higher dues amount, to be set by the Board of Directors. MOJO Members shall be members of the organization for a period of one calendar year from the date of payment of the MOJO due amount. MOJO members shall be accorded all the rights and privileges thereof, as determined by the Bylaws and the Board of Directors. MOJO Members are entitled to one (1) vote per membership.

6. Honorary or Lifetime Membership

Any person or entity that has made an outstanding contribution to the objectives of the Society may be elected as an Honorary or Lifetime Member upon the unanimous vote of the Board of Directors. Honorary or Lifetime Members shall be exempt from annual dues but shall be entitled to all of the privileges of Regular Membership, but not of business or MOJO Membership.

B. General Powers

1. The membership shall have the power to make recommendations for action to the Board of Directors, including the making, amending, and repealing of bylaws and resolutions for the government of the organization
2. The membership shall be eligible to serve on and/or chair any committees established by an action of the Board of Directors.

C. Delinquent Members

Membership shall be suspended for non-payment of dues upon the passing of thirty (30) days after the respective Member's anniversary date.

D. Expulsion of Members

Any Member may be expelled for cause by a majority vote of a Quorum of Directors at a regular Board meeting. At said Board meeting, when the expulsion issue is first discussed, a fair opportunity for a hearing shall be established. The proposed expelled Member shall be notified by a written notice at least thirty (30) days prior to the next Board meeting. If the Board decides, after the hearing, to expel the Member, the Secretary shall be notified of the expulsion; the Member shall be expelled, and deleted from the Society's role of active Members.

E. Proxy Votes

Written proxy votes will be accepted on an official form provided by the Board of Directors. The form may be separately mailed, included in the newsletter, or made available on the Society's web-site. A written proxy vote must be signed and dated by a member eligible to vote, or must otherwise be verifiable by the Secretary. Written proxy votes will be counted if they are received at least five (5) days prior to the election.

F. Meetings

1. Annual Membership Meeting

The Annual Meeting of the Members of the Society shall be held in February or March of each year. Notice of the Annual Meeting should be in writing by mail or by e-mail at least thirty (30) days prior to the date of the Annual Meeting. Notice in the newsletter and on the web site shall be sufficient notice of the Annual Meeting. New Officers and Directors shall be elected at the Annual Meeting. New Officers and Directors duly elected shall be installed at the next Board meeting following the Annual Meeting.

2. Special Membership Meetings

Special Meetings of the Members of the organization may be held pursuant to an action of the Board of Directors, or by the request of active Members holding ten (10) percent of the votes to be cast. Special Meetings shall be held at such time and place as the Board of Directors may designate. Notice of any such Special Meeting must be given at least one (1) week prior to the Meeting. The specific purpose, or purposes, of the Special Meeting must be stated in the notice, and no other business shall be transacted at the Special Meeting. Notice in the newsletter and on the web site shall be sufficient notice of a Special Meeting.

G. Place of Meeting

The Board of Directors may designate any place within the State of Colorado, as the place of meeting for any annual, regular, or special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Colorado.

H. Voting of Members

Members who are in good standing and otherwise qualified to vote shall have the right to elect Directors and Officers, remove Directors and Officers, and vote on any other matter coming before the Membership, as the Board of Directors may determine.

I. Transference of Membership

Memberships are not transferable.

J. Notice

Whenever any notice is required to be given to any Member or Director of the Society under the Articles of Incorporation, these By-Laws, or any provision of law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

K. Quorum of Members

Ten (10) percent or ten (10) of the Members having the right to vote, whichever is greater, shall constitute a quorum at membership meetings for the election of Directors and Officers, action on By-Laws, and other society business voted on by Members.

ARTICLE VI - Board of Directors

A. General Powers

1. The affairs of the organization shall be managed by its Board of Directors. Except as delegated in these Bylaws to the Officers, these affairs shall include, but not be restricted to, any policy, budgetary or programmatic matter involving the organization. The Board of Directors shall have the power and authority to perform all acts and functions related to the transaction of Society business in accordance with these By-Laws.

2. Any issue brought to the attention of the Board of Directors by petition signed by ten members shall be considered as an affair of the organization and shall be acted upon by the Board of Directors at a regular meeting of the Board of Directors.

B. Number, Tenure, and Qualifications

1. The number of Directors shall be not less than seven nor more than twenty-one, including Officers. Within these limits, the actual number of Directors may be determined from time to time by the Board of Directors. If the number of Directors is decreased by the Board of Directors, each Director then in office shall continue to serve until the expiration of that Director's term, or until that Director's death, resignation, expulsion, or removal.

2. The Directors shall be elected by the vote of the Members at the Annual Meeting, or by on-line voting as approved by the Board of Directors. Voting for the

election of Directors shall be by written or electronic ballot. Each Member shall cast one vote per candidate, and each Family Group Membership shall cast two votes per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. To vote in the election of Directors, a Member must have been a Member for at least thirty (30) days prior to the date of the election. The Secretary shall certify eligible electors. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board of Directors.

3. The Directors shall be elected for a term of three years from the date of election, or for such longer period as time to time may be established by the Board of Directors.

4. Directors shall be members of the organization.

5. In the event a current Director runs for an officer position, and they are elected, the current Director will resign their Director position at the next monthly meeting, and the Board, with the assistance of the Nominating Committee, will then appoint a successor Director to fill out the remainder of that Director's term. If the current Director runs for an Officer position, and is not elected, the current Director will retain his or her position on the Board of Directors for the remainder of that Director's term of office.

C. Regular Meetings

Regular meetings of the Board of Directors shall be determined by an action of the Board of Directors, and notices of such meetings shall be kept in the offices of the organization by the President for review by any Member. All meetings of the Board of Directors are open and may be attended by any Member. The Board of Directors may, in its discretion, conduct executive sessions which are only open to current Members of the Board of Directors. In the event that a petition is submitted to the President, which petition is signed by at least a total of ten (10) percent of the Members of the organization, then the Board of Directors shall consider the agenda item identified in the petition no later than the second regularly scheduled regular meeting of the Board of Directors.

D. Special Meetings

Special meetings of the Board of Directors may be called by the President, or by the request of five (5) members of the Board, or by any Member presenting a petition to the President for such a meeting, which petition must be signed by at least ten percent (10%) of the members of the organization. The special meeting shall be held within ten (10) days after receipt by the President of the request or petition calling for the special meeting.

E. Notice

Except as may be otherwise set forth herein, notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto, either in person, by telephone, or by written notice delivered personally or sent by mail or telegram to each director

at the address shown by the records of the organization.

F. Quorum

Any attending Directors and Officers at a properly notified Board of Directors Meeting shall constitute a quorum for the transaction of business at the meeting.

G. Manner of Acting

The act of a majority of a quorum of the Board of Directors shall be the act of the Board of Directors.

H. Vacancies and Board Membership Additions

Vacancies occurring due to resignation or removal of a member of the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected to serve for the unexpired portion of the departing member's term. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the then current Directors. These actions will be taken with the assistance of the Nominating/Board Development Committee, as described in Section VIII. B. of these Bylaws. A Director removed from office by the membership may not be reappointed, but may stand for reelection at the next Annual Meeting.

I. Compensation

Directors as such shall not receive any stated salaries or compensation for their services as Directors. This shall not preclude any Director from receiving compensation when serving the Society in any other capacity as approved by the Board of Directors.

J. Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken by e-mail vote, so long as a quorum of Directors participates in such e-mail vote.

K. Attendance at Board Meetings

A Director who misses three consecutive regularly scheduled meetings of the Board, without delivering a satisfactory explanation through another Director or to the Board of Directors prior to such meetings, may be removed by the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present.

L. Conflict of Interest

No Officer or Director of the Society shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Society, or in any contract for furnishing services or supplies to the Society, unless such contract is authorized by a majority of the Board of Directors at a meeting at which the presence of such interested Director is not necessary for the purposes of a quorum or for the purposes of such majority, and the fact and nature of such interest is fully disclosed or known to the Directors present at the meeting at which such contract shall be authorized. In addition, all Officers and Directors of the Society shall comply with the written Conflict of Interest policy adopted by the Board of Directors, and attached hereto as Exhibit "A".

M. Resignation and Removal

Any Director may resign effective upon giving oral notice to the Board of Directors at a meeting of the Board of Directors at which a quorum is present, or upon written notice to the President of the Board of Directors, unless such notice specifies a later time for the effectiveness of such resignation. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Except for removal for unexcused absences from duly called meetings of the Board of Directors, any member of the Board of Directors may be removed by an affirmative vote of two-thirds of the Board of Directors whenever in their judgment such removal would serve the best interests of the organization.

N. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

O. Indemnification of Directors

The Directors of the organization shall be indemnified by the organization to the fullest extent permissible under the laws of this state.

P. Performance of Duties

A Director of the organization shall perform his or her duties as a Director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the organization, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section; but he or she

shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Director is not liable as such to the organization or its members for any action he or she takes or omits to take as a Director, if, in connection with such action or omission, he or she performed the duties of the position in compliance with this Section. Those persons and groups upon whose information, opinions, reports, and statements a Director is entitled to rely are:

- (a) One or more Officers or employees of the organization whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Legal counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or
- (c) A committee of the board upon which he or she does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Q. Presumption of Assent

A Director who is present at a meeting of the Board of Directors when corporate action is taken shall be deemed to have assented to all action taken at the meeting unless (a) the Director objects at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; (b) the Director contemporaneously requests that his or her dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (c) the Director causes written notice of his or her dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or by the secretary (or, if the Director is the secretary, by another Director) promptly after adjournment of the meeting. The right of dissent or abstention as to a specific action is not available to a Director who votes in favor of the action taken.

ARTICLE VII - Officers

A. General Powers

The daily business and affairs of the organization shall be managed by the President of the Board of Directors. The officers of the organization shall be the President, two Vice-Presidents, Secretary, and Treasurer. In all cases where the duties of any Officer, agent or employee are not prescribed by the Bylaws or by the Board of Directors, such Officer, agent or employee shall follow the orders and instructions of the President.

B. Election and Term of Office

1. The President of the organization and other Officers of the organization shall be elected annually by the Members at the Annual Meeting, or by on-line voting as approved by the Board of Directors. Such election of Officers shall be held in the same manner as the election of Directors, described above.
2. New offices may be created and filled at any meeting of the Board of Directors.
3. Each Officer shall hold office for a term of one (1) year.

C. Removal and Resignation

Any Officer elected or appointed by the Members may be removed by the Members in the same manner as a Director may be removed.

Any Officer may resign at any time by giving written notice of resignation to any Director (or to any Director other than the resigning Officer if the Officer is also a Director), to the President, to the Secretary, or to the Officer who appointed the resigning Officer. Acceptance of such resignation shall not be necessary to make it effective.

D. Vacancies

A vacancy in any office, for any reason, may be filled by the Board of Directors for the unexpired portion of the term.

E. President

Subject to the direction and control of the Board of Directors, the President shall be the Chief Professional Officer of the organization and shall, in general, administer the scheduling and conduct of the Board of Directors and its meetings. In general, the President shall perform all duties incident to the Office of President which include, but are not limited to, the following:

1. The President shall preside at all meetings of the members and of the Board of Directors and shall act as the primary liaison between the membership of the organization and the Board of Directors.
2. The President may sign, with the Secretary, or any other proper Officer of the organization, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated to some other Officer or agent of the corporation.
3. The President shall perform such other duties as may be prescribed by the Board of Directors, from time to time.

4. The President shall be an ex-officio member of all committees except the nominating committee.

F. Vice-Presidents

The Vice-Presidents shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as these Bylaws, the President, or Board of Directors may prescribe from time to time.

G. Secretary

The Secretary shall be responsible for the preparation and maintenance of minutes of the meetings of the Board of Directors and of the other records and information required to be kept by the organization and for authenticating records of the organization. The Secretary shall also give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, keep the minutes of such meetings, have charge of the corporate seal and have authority to affix the corporate seal to any instrument requiring it (and, when so affixed, it may be attested by the Secretary's signature), be responsible for the maintenance of all other corporate records and files and for the preparation and filing of reports to governmental agencies (other than tax returns), and have such other authority and duties as are appropriate and customary for the office of Secretary, except as the same may be expanded or limited by the Board of Directors from time to time.

H. Treasurer

The Treasurer shall be the chairperson of the Finance Committee of the Board of Directors. The Treasurer shall be the principal accounting Officer of the organization. The Treasurer shall prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file, or cause to be prepared and filed, all local, state and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the organization and the result of its operations. The Treasurer shall have control of the funds and the care and custody of all stocks, bonds, and other securities owned by the organization. The Treasurer shall receive all moneys paid to the organization and, subject to any limits imposed by the Board of Directors, shall have authority to give receipts and vouchers, to sign and endorse checks and warrants in the organization's name and on the organization's behalf, and give full discharge for the same. The Treasurer shall also have charge of disbursement of funds of the organization, shall keep full and accurate records of the receipts and disbursements, and shall deposit all moneys and other valuable effects in the name and to the credit of the organization in such depositories as shall be designated by the Board of Directors. The treasurer shall also keep a list of current, active Members of the Society. The Treasurer shall have such additional authority and duties as are appropriate and customary for the office of Treasurer, except as the same may be expanded or limited by the Board of Directors from time to time.

I. Other Officers

The Board of Directors may appoint any other Officers as shall be deemed necessary for the conduct of the business of the organization. Such Officers shall have the authority and perform such duties as may from time to time be prescribed by the Board of Directors.

J. Indemnification of Officers

The Officers of the organization shall be indemnified by the organization to the fullest extent permissible under the laws of this state.

K. Standards of Conduct

An Officer of the organization with discretionary authority shall perform his or her duties as an Officer in good faith, in a manner he or she reasonably believes to be in the best interests of the organization, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, an Officer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a) and (b) of this Section; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. An Officer is not liable as such to the organization or its members for any action he or she takes or omits to take as an Officer if, in connection with such action or omission, he or she performed the duties of the position in compliance with this Section. Those persons and groups upon whose information, opinions, reports, and statements an Officer is entitled to rely are:

- (a) One or more officers or employees of the organization whom the Officer reasonably believes to be reliable and competent in the matters presented; or
- (b) Legal counsel, public accountants, or other persons as to matters which the Officer reasonably believes to be within such persons' professional or expert competence.

ARTICLE VIII - Committees

A. Standing Committees

The standing committees shall be: Membership, Merchandise, IBC, Education, Grants, Finance/Budget, Holler, Web, and Nominating/Board Development. The Board may determine the need for ad hoc committees. The President shall appoint the chairpersons and members of committees given the parameters and purposes of the committee in question at the time, except as provided herein concerning the Nominating/Board Development committee. Replacement or removal of committee chairpersons or members, except as provided herein concerning the Nominating/Board Development committee, can be done at the discretion of the Board of Directors and Officers. Committee members who are not Officers or Directors shall attend Board Meetings when requested to do so by the President, and shall have a voice, but no vote, in the transaction of the Board's business.

B. Nominating/Board Development Committee.

The President shall appoint a Nominating/Board Development Committee (NBDC). The nominating committee shall serve a one (1) year term. The NBDC shall consist of the one Board member or Officer who shall act as Chair, the President, and two (2) member of the organization who are not members of the Board or Officers. Vacancies on the NBDC shall be filled by the Board of Directors to complete the unexpired term.

The Committee responsibilities are as follows:

1. Board Membership

a. Find, keep, and/or recommend the non-retention or removal of board members.

b. Create a profile of what skills and expertise the organization needs. Develop job descriptions for key members of the Board such as Committee chairs and officers; review the composition of the Board, and if necessary recommend additional skills or other attributes that should be added to the Board.

c. Identify potential board members and officers, and maintain information about each candidate. Solicit and accept applications from members of the organization who wish to serve on the Board of Directors or to serve as Officers.

d. The NBDC shall select and present candidates for the election to fill the places on the Board of Directors or Officer positions that are to be filled at the election. All nominees must provide oral or written consent to the nomination prior to being placed on the ballot. The proposed candidates shall be presented to the Members at least two (2) weeks in advance of the Society's Annual Meeting. If two or more candidates are nominated for the same office, a secret ballot shall be required to be tallied by the Secretary and President, or by an election committee appointed by the President.

2. Educate board members

a. Orient new board members to ensure that they have adequate materials and understanding of their roles and responsibilities.

b. Involve board members in "continuing education" throughout their board service.

C. Finance/Budget Committee.

The President shall appoint a Finance Committee (FC). It shall consist of the Treasurer, who shall act as Chairperson of the FC, the President, and at least one additional Board member.

The FC tasks are:

1. To review budgets initially prepared by the Board and committees, to help develop appropriate procedures for budget preparations, and to develop consistency between the budget and the organization's plans.
2. To approve the allocation of funds, payment of bills, and preparation of financial reports.
3. To report to the board any financial irregularities, concerns, and opportunities.
4. Review and explain organizational and program budget variations.
5. To recommend financial guidelines to the Board (such as to establish a reserve fund or to obtain a line of credit for a specified amount).
6. To work with committees and Board members to design financial reports and ensure that reports are accurate and timely.
7. To oversee short and long-term investments.
8. To recommend selection of the auditor, and to work with the auditor, should an audit be necessary or advisable.
9. To advise the Board on financial priorities.

ARTICLE IX - Contracts. Checks. Deposits. Gifts, and Loans

A. Contracts

The Board of Directors may authorize any Officer or Officers, or agent or agents of the organization, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the organization, and such authority may be general or confined to specific instances.

B. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the organization, shall be signed by such Officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors or granted in these Bylaws.

C. Deposits

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

D. Gifts

The Board of Directors may accept, on behalf of the organization, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

E. Loans

No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE X - Proxies

No function of a member of the Board of Directors, including presence at a meeting, may be performed by proxy.

ARTICLE XI - Dues

The Board of Directors may determine from time to time the amount of annual dues payable to the organization by members of each class.

ARTICLE XII - Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or by the Bylaws of the organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII - Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds of the Directors present at any regular meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the Society shall commence on January 1st and shall end on December 31st of each year.

ARTICLE XIV –RULES OF PROCEDURE

When not otherwise herein provided, Robert's Rules of Order, Newly Revised, shall govern all procedures at Board or Society meetings.

ADOPTED effective the ____ day of _____ 2010.

Secretary:

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