BYLAWS

OF

MARQUETTE AREA BLUES SOCIETY

I

CORPORATION

1.1 NAME. The name of the Corporation is Marquette Area Blues Society

1.2 PLACES OF BUSINESS. The corporation shall have its principal place of business in Marquette, Michigan, and may have such other places of business as the Board of Trustees may from time to time determine.

1.3 PURPOSES. The purposes for which the corporation is organized are as follows:

A. To promote the appreciation of Blues music and culture in Michigan's Upper Peninsula;

B. To support Blues music artists locally, regionally and nationally;

C. To educate area youth and others about the history and culture of the Blues;

D. To establish an annual live Blues music festival in Marquette, Michigan;

E. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"), and to give funds and property from time to time to other organizations to be used (or held for use) directly in carrying out one or more such purposes;

F. To acquire, own, dispose of, and deal with real and personal property and interests therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation; and

G. To do such things and to perform such acts to accomplish its purposes as the Board of Trustees may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

1.4 NONPROFIT OPERATION. The corporation shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit corporation. No trustee of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity

and no part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer, or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code, and more particularly to such organization or organizations carrying on such operations as may be, as nearly as possible, consistent with the purposes of this Corporation, as the Board of Trustees of this Corporation shall determine. Any such assets not so disposed of shall be disposed of by the circuit court for the county in which the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which this Corporation was organized.

II

MEMBERSHIP

2.1 MEMBERSHIP. The members of the corporation shall be any person interested in promoting the purposes of the society. The membership of the society shall not be restricted in number. The Board of Trustees may, from time to time, recommend to the membership rules for the admission, retention and expulsion of members, including requirements for payment of membership dues. Such rules shall be consistent with the purposes of the corporation and the other provisions of these bylaws and with the articles of incorporation and shall be equally enforced as to all members. Annual dues shall be subject to the approval of the membership.

2.2 VOTING. Each member in good standing for at least thirty (30) days prior to a meeting shall have the right to vote on corporate matters at any annual or special meeting and shall be eligible to hold office, unless otherwise prohibited within these bylaws.

2.3 PLACE OF MEETINGS. Annual and special meetings of the members shall be held at such places as shall be determined by the Board of Trustees and stated in the notice of meeting.

2.4 ANNUAL MEETING. The annual meeting of the members of the corporation for election of trustees and for such other business as may come before the meeting shall be held on such date and hour in the month of January as shall have been determined by the Board of Trustees and stated in the notice of the meeting. If for any reason the annual meeting is not held in January of any year, any business which could have been conducted at an annual meeting may be conducted at any subsequent special or annual meeting or by consent resolution.

2.5 SPECIAL MEETINGS. Special meetings of the members of the corporation may be called by the Board of Trustees or the President and shall be called by the President or the Secretary at the written request of any (2) members of the corporation. No business may be transacted at a special meeting except the business specified in the notice of the meeting.

2.6 NOTICE OF MEETINGS OF MEMBERS. Except as otherwise provided by statute, written notice of the time, place and purposes of each meeting of the members of the corporation shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member, either personally or by mailing such notice to each member at the address designated by the member for such purpose and to the attention of the individual designated by the member. No notice need be given of an adjourned meeting of the members provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting only such business may be transacted as might have been transacted at the original meeting.

2.7 WAIVER OF NOTICE OF MEETINGS. Notice of any annual or special meeting of the members of the corporation may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting.

2.8 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by all members entitled to vote thereon. Said written consents shall be filed with the minutes of the proceeding of the members and shall have the same effect as a vote of the members for all purposes.

2.9 QUORUM. The greater of ten percent (10%) of the members of the corporation or ten (10) members of the corporation, in good standing, present in person or by proxy, shall constitute a quorum for the transaction of business at an annual or special meeting of the members. A meeting may be adjourned without a quorum of members being present.

III

BOARD OF TRUSTEES

3.1 BOARD OF TRUSTEES. The business and affairs of the corporation shall be managed by a Board of Trustees, which is the governing body of the corporation. The Board of Trustees shall meet as often as necessary to conduct the business of the corporation, but at least annually.

3.2 NUMBER AND SELECTION OF TRUSTEES. The Board of Trustees shall consist of no less than eight (8) and not more than twenty (20) persons, as the Board of Trustees shall from time to time determine. The immediate past president shall serve in a nonvoting capacity for a period of one (1) year unless otherwise elected to serve. Nominations shall be made by the membership at the meeting preceding the annual meeting, and nominees must provide oral or written consent to the nomination prior to presenting the ballot. Trustees shall serve for two (2) year terms, except initially one-half (1/2) shall be elected to serve for two (2) years and one-half (1/2) elected to serve for one (1) year. In the event of an increase in the number of trustees serving, terms shall be established so that the terms of one-half (1/2) of the trustees expire each year. Trustees shall be eligible for re-election. Trustees shall be elected by the membership at its annual

meeting and vacancies shall be filled in the manner specified in Section 3.4 below.

3.3 REMOVAL. Any trustee may be removed from office with or without cause at any annual or special meeting of the Board of Trustees by the affirmative vote of two-thirds (2/3) of the trustees then in office.

3.4 VACANCIES. Vacancies occurring in the Board of Trustees by reason of death, resignation, removal, or other inability to serve shall be filled by the affirmative vote of a majority of the remaining trustees although less than a quorum of the Board of Trustees. A trustee elected to fill a vacancy shall serve for the unexpired portion of the term.

3.5 ANNUAL MEETING. The annual meeting of the Board of Trustees shall be held contemporaneously with the annual meeting of the membership. If less than a quorum of the trustees appears for an annual meeting of the Board of Trustees, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later, regular, special, or annual meeting or by consent resolution.

3.6 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Trustees may be held at such times and places as the trustees may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the trustees. Special meetings of the Board may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any two (2) trustees.

3.7 NOTICE OF MEETINGS OF THE BOARD OF TRUSTEES. Written notice of the time and place of all meetings of the Board shall be given to each trustee at least three (3) days before the date of the meeting, either personally, by mailing such notice to each trustee at the address designated by the trustee for such purposes, or by such other electronic means as is available. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

3.8 ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Board of Trustees or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the trustees or committee members entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

3.9 QUORUM AND VOTING REQUIREMENTS. A majority of the trustees then in office and a majority of any committee appointed by the Board constitute a quorum for the transaction of business. The vote of a majority of the trustees or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone, interactive television or computer conference, or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

3.10 POWERS OF THE BOARD OF TRUSTEES. The Board of Trustees shall have charge, control, and management of the business, property, personnel, affairs, and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon of trustees of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Trustees shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes, or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

3.11 COMPENSATION. Trustees shall receive no compensation for their services on the Board of Trustees. The preceding shall not, however, prevent the corporation from purchasing insurance nor shall it prevent the Board of Trustees from providing the reasonable compensation to a trustee for services which are beyond the scope of his or her duties as trustee, or from reimbursing any trustee for expenses actually and necessarily incurred in the performance of his or her duties as a trustee.

3.12 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS. The Board of Trustees may in any instance designate one or more officers, agents, or employees to execute any contract, conveyance, mortgage, or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Trustees may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name, unless authorized by the Board of Trustees and provided for in an approved budget.

IV

OFFICERS

4.1 OFFICERS. The officers shall be a President, a Vice President, a Secretary, and a Treasurer.

4.2 ELECTION AND TERM OF OFFICE. All officers shall be elected for a term of two (2) years (or until their successors have been elected) by the membership at its annual meeting. Members of the Board of Trustees are eligible to serve as officers. No officer shall hold more than one office at a time. No officer shall serve more than two (2) consecutive two-year terms in the same office. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged, or verified by two (2) or more officers.

4.3 REMOVAL. Any officer may be removed with or without cause by the vote of a majority of the trustees then in office at any regular or special meeting of the Board of Trustees. Removal shall be considered by the Board of Trustees for any officer missing three consecutive meetings of the Board of Trustees.

4.4 VACANCIES. In the event of the death, resignation, removal, or other inability to serve of any officer, the Board of Trustees shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

4.5 PRESIDENT. The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Trustees shall have power, on behalf of the Board of Trustees, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board. The president shall preside over meetings of the membership and the Board of Trustees. The President shall appoint all chairpersons of standing or ad hoc committees and shall serve as a member ex officio of all committees.

4.6 VICE PRESIDENT. The Vice President shall act as presiding officer in the absence of the President. The Vice President shall be responsible for the recruitment of new members and have such duties as determined from time to time by the Board of Trustees or the President.

4.7 SECRETARY. The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the Board of Trustees, shall receive and attend to all correspondence of the Board of Trustees, shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Trustees.

4.8 TREASURER. The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the corporation, except for such funds as the Board of Trustees may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Trustees of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Trustees. Any checks or withdrawals shall be signed by both the Treasurer and the President; or, in the event of such officers are unable to perform such duties, the Board of Directors shall authorize two other members of the Board of Directors to do so.

V

COMMITTEES

5.1 STANDING COMMITTEES. The board shall establish various standing committees of the corporation to best promote and develop the corporation, as well as committees

to inform and educate the community and organize and conduct the annual blues festival. The board shall provide a description of the duties and powers of each committee upon appointment of a chair.

5.2 COMMITTEE CHAIRS. All standing committees shall be chaired by a member of the Board of Trustees. Committee Chairs shall be responsible for performing or delegating all committee functions including, coordinating committee meetings, recording the business at committee meetings, and reporting all committee business to the Board of Trustees.

5.3 ADDITIONAL COMMITTEES. The Board of Trustees may establish such ad hoc or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees.

VI

INDEMNIFICATION

6.1. ASSUMPTION OF LIABILITY. The Corporation assumes all liability to any persons other than the Corporation for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after January 1, 1988, to the extent permitted by law. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify such person against such liability under the provisions of this Article VI.

6.2 INDEMNIFICATION. The Corporation shall indemnify any director, officer, employee, nondirector volunteer, or agent of the corporation, who was or is serving at the request of the corporation, who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, nondirector volunteer, or agent of the corporation to the extent permitted by law.

6.3 LIMITATION OF LIABILITY. The corporation may indemnify any director, officer, employee, nondirector volunteer, or agent of the corporation, who was or is serving at the request of the corporation, and who was or is a party, or is threatened to be made a party to an action by or in the right of the corporation, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the corporation.

VII

MISCELLANEOUS

7.1 AMENDMENTS. These bylaws may be amended at any meeting of the

membership at which a minimum of 15 members are present, provided a notice setting forth the amendment or a summary of the changes to be effected thereby is given to each member entitled to vote thereon in the manner and within the time provided in these bylaws for notice of the meeting. The affirmative vote of two-thirds (2/3) of the members present at such meeting shall be required to effect such amendment. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

7.2 CONFLICT OF INTEREST. At all meetings of the Board of Trustees, any trustee having a relevant ownership interest in any contracts or other arrangements being considered by the Board of Trustees shall disclose the conflict of interest and excuse him/herself from the meeting during the deliberation. All trustees shall complete a questionnaire at the annual meeting disclosing any relevant ownership interests.

7.3 OTHER POLICIES. The Board of Trustees shall adopt such other policies as shall be necessary for the governance of the corporation, subject to any restrictions contained within these bylaws or the Articles of Incorporation.