

BYLAWS
OF
MID-SOUTH FLUTE SOCIETY

ARTICLE 1

OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Bolivar County, State of Mississippi.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

Mid-South Flute Society
C/O Keith Pettway
600 5th Avenue
Cleveland, Mississippi 38732 _____ Dated: 3/19/2001 _____

ARTICLE 2

NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be: to promote and encourage flute playing among flutists of all ages and levels of expertise. This will be accomplished mainly through the presentation of the annual Flute Festival Mid-South.

ARTICLE 3

DIRECTORS/OFFICERS

SECTION 1. NUMBER OR DIRECTORS AND OFFICERS ON THE BOARD

The corporation shall have eight directors/officers. The elected officers shall consist of President, Vice-President/President Elect, Immediate Past President, Secretary, Treasurer, and three Board Members-at-large, Festival Chairman and other such officers with such titles as may be determined from time to time by the Board of Directors. Ruth Ann McClain, as founder of the Society shall serve as a board member until such time as she chooses to resign. If the Festival Chairman is not a duly elected member of the board, he/she will serve as a member of the board during the year that he/she is host of the Flute Festival Mid-South. Collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows: They shall be paid members in good standing of the society.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. 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, 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 and agents 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 emailed to them at such addresses shall be valid notices thereof.

SECTION 5. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation 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 the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 6. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President 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.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation 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.

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

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name

and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

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

SECTION 8. DUTIES OF TREASURER

The Treasurer shall:

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.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

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.

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.

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 therefor.

Render to the President 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.

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.

SECTION 9. DUTIES OF THE FESTIVAL CHAIRMAN

The Festival Chairman shall serve as host of the Flute Festival Mid-South.

He/she shall make all logistical and physical arrangements for the Flute Festival Mid-South.

Coordinate publicity and advertising for the Flute Festival Mid-South.

Work closely with the President in all matters dealing with the presentation of the festival. Decisions concerning the festival shall be approved by the President. Expenditures of more than one hundred dollars will need approval of the Board.

SECTION 10. ELECTION AND TERM OF OFFICE

Each director shall hold office for a period of two years and until his or her successor is elected and qualifies. Officers and Board Members-at-Large shall be elected by the general membership at the annual meeting. The term of office for any elected officer is two years. The Vice President/President Elect, Secretary and one Member-at-Large shall be elected in odd years and the Treasurer and two Members-at-Large shall be elected in even years. In the first year of incorporation, which is an odd year, the Treasurer and two Members-at-Large will be elected for one year terms. The Festival Chairman shall be appointed by the Board of Directors.

SECTION 11. COMPENSATION

Directors shall serve without compensation; board members who perform special duties of the society may receive an honorarium as approved by the board.

SECTION 12. PLACE OF MEETINGS

Meetings shall be held at the site of the Festival unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 13. REGULAR MEETINGS

Regular meetings of Directors shall be held at the site of the Festival before the general membership meeting. Regular meeting of the membership shall be held on Saturday during the Festival at a time announced to the membership at least two weeks in advance.

SECTION 14. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, by any two board members, or by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the place designated by the person or persons calling the special meeting.

SECTION 15. LONG DISTANCE MEETINGS

Due to the geographical size of the Mid-South Flute Society, with board members living hundreds of miles apart some board business can be conducted via electronic means (email/fax). A motion can be brought before the president and will be distributed to all board members. Discussion will be allowed and a second to the motion requested. If the