

BY-LAWS OF
COLUMBUS JAZZ SOCIETY, INC.

ARTICLE ONE
OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Corporation shall be located in Columbus, Muscogee County, Georgia, or at such other place or places as may be fixed from time to time by the Executive Board.

Section 2. Registered Agent. The Registered Agent of the Corporation shall be selected by the Executive Board of the Corporation from time to time and at any time as may be deemed necessary by said Board members.

Section 3. Registered Office. The Registered Office of the Corporation may be different from that of the principal office of the Corporation and shall be selected from time to time and at any time by the Executive Board in their discretion.

ARTICLE TWO
EXECUTIVE BOARD

Section 1. Number and Tenure. The entire general charge of the business of the Corporation shall be managed and conducted by a board consisting of not less than three (3) nor more than fifteen (15) Board members which shall be self perpetuating. The Executive Board shall be elected annually by the existing members of the Corporation who shall also set the number of Board members. The number of Board members may be increased or decreased from time to time and new Board members elected by the members of the Corporation at a meeting other than the annual meeting and any new Board member so elected shall hold office until the next annual meeting and until his successor is elected. The initial members of the Board shall hold office until their successors are elected. From and after the first annual meeting of the Executive Board, each member of the Board shall hold office for one year and until his successor is elected.

Section 2. Elections. The initial Executive Board named in the Articles of Incorporation shall serve until the annual meeting of the Corporation held in 1988 or until their successors are elected and qualified, or until their earlier resignation, removal from office or death.

Section 3. Annual Meeting. An annual meeting of the Executive Board shall be held in Columbus, Muscogee County, Georgia, on the second Monday in September of each year. At each annual meeting of the Executive Board they shall nominate a slate of officers to the members for the ensuing year and shall transact such other business as may become before them.

Section 4. Special Meetings. Special Meetings of the Executive Board may be called at any time by the President and shall be called by him, or by the Secretary, at any time upon request in writing signed by two (2) or more of the members of the Board.

Section 5. Notice of Meeting. Ten (10) days' written notice of each annual meeting of the Executive Board shall be given by the secretary. Three (3) days' notice of any special meeting of the Executive Board shall be given by the secretary, either personally or by telephone or in writing. Any member of the Board who is present at and participates in any annual or special meeting shall be conclusively presumed to have received notice of the time and place and object of the meeting. The notice shall designate the place, day and hour of any such meeting; and, in the case of a special meeting, it shall specify the purpose(s) for which the meeting is called.

Section 6. Quorum. A number equal to one more than a majority vote of the members of the Executive Board shall constitute a quorum for the transaction of business at any meeting except that a less number may adjourn a meeting. At any meeting of the Executive Board each Board member shall be entitled to one vote. The act of a majority of the Board of members at any meeting at which a quorum is present shall be the act of the Board, except as to increasing or decreasing the number of Board members, which must be by a vote of a majority of all of the Executive Board.

Section 7. Order of Business. The order of business at all annual meetings of the Executive Board shall be such as the Directors may from time to time direct, but the following shall be generally the order of business:

(1) Reading of the minutes of the preceding meeting and action thereon.

(2) Unfinished business.

(3) New business.

(4) Designation of number of members of the Board and nomination of Board members.

(5) Nomination of Officers.

Special Meeting. The order of business at any special meeting of the Executive Board shall be such as the President or presiding officer may from time to time determine.

Section 8. Vacancies. Any vacancy in the Executive Board may be filled by the remaining Board members. A Board member filling the vacancy shall hold office until the next regular annual election of Board members or until his successor is elected.

Section 9. Removal. Anyone or more Board members may be removed from office, with or without cause, by the affirmative vote of the majority of the members of the Corporation at any meeting with respect to which notice of such purpose has been given.

Section 10. Action Without a Meeting. Any action required by law or permitted to be taken at any meeting of the Executive Board may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all of the Board members. Such consent shall have the same force and effect as the unanimous vote of the Executive Board and shall be filed with the Secretary and recorded in the minute book of the Corporation.

Section 11. Powers. The Executive Board shall have the authority to manage the affairs and exercise the powers, privileges and franchises of the Corporation, subject to the terms of the Articles of Incorporation, By-Laws and such policies and directions as may be prescribed from time to time by the Board members.

ARTICLE THREE OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. The initial officers shall be elected at the organizational meeting of the Executive Board and shall hold office until the annual meeting for the Corporation for 1988,

or until their successors are elected. Thereafter, all officers shall be elected at the annual meeting of the members of the Corporation. From and after the first annual meeting of the members of the Corporation, each officer shall serve for the term of one (1) year and until his successor is elected. Any vacancy in any office may be filled by the Executive Board. Any officer elected to fill a vacancy shall hold office until the next annual election or until his successor is elected.

Section 2. One person may hold and perform all the duties of the offices of Secretary and Treasurer.

Section 3. All officers of the Corporation shall be members of the Executive Board.

ARTICLE FOUR PRESIDENT

Section 1. The President shall preside at all meetings of the Executive Board; shall supervise generally the business of the Corporation; shall perform generally all duties usually incumbent upon such officer and shall perform such other duties as may be required of him by the Executive Board. The President shall make annual reports concerning the affairs of the Corporation and submit the same to the Executive Board at its annual meeting. He shall, under the direction of the Executive Board, have the power, in behalf of, in the name of, and for the purposes of the Corporation, to invest and reinvest the funds of the Corporation. The President, under the direction of the Executive Board, shall make donations for purposes and objects within the purposes and objects set forth in the Articles of Incorporation of the Corporation. The ordinary and necessary expenses incident to the management, conservation, control and operation of the Corporation may be incurred by the President and paid by him from funds of the Corporation without consulting the Executive Board.

ARTICLE FIVE VICE-PRESIDENT

Section 1. The Vice-President in the event of the absence of or the disability of the President shall perform all the duties of the

President and shall perform such other duties as may be required of him from time to time by the Executive Board.

ARTICLE SIX SECRETARY

Section 1. The Secretary shall have the care and custody of the records and books of the Corporation except those required to be kept by the Treasurer. The Secretary shall give the necessary notice of all meetings of the Executive Board and shall keep a record of the proceedings of all such meetings. He shall attest all instruments required to be attested. The Secretary or the President shall affix the seal of the Corporation to all instruments requiring the seal. The Secretary shall keep such other books and perform such other duties as may be assigned to him from time to time by the Executive Board.

ARTICLE SEVEN TREASURER

Section 1. The Treasurer shall receive and have the custody of all monies and securities of the Corporation, and shall do and perform all duties which may be required of him from time to time by the Executive Board and shall perform such other duties as usually devolve upon such official. He shall deposit in the name of the Corporation all the funds of the Corporation to the credit of the Corporation in such bank or banks as the Executive Board shall determine and shall disburse the same at the discretion of the Executive Board.

Section 2. The Treasurer shall keep regular books and full accounts showing all of his receipts and disbursements. Such books and accounts shall be open at all times for inspection by the President or by any member of the Executive Board. At the end of each fiscal year, he shall submit to the Executive Board a detailed statement of his receipts and disbursements and shall also from time to time, upon request, make report to the President as to the financial affairs of the Corporation.

ARTICLE EIGHT
COMPENSATION OF OFFICERS AND BOARD MEMBERS

Officers and Board members of the Corporation shall not be compensated by the Corporation for services performed for and on behalf of the Corporation, however, out of pocket Expenses paid for and on behalf of the Corporation may be reimbursed if approved by the Executive Board.

ARTICLE NINE
COMMITTEES

The Executive Board may also designate one or more committees, each such committee to be chaired by a member of the Executive Board, which, to the extent empowered by the Executive Board, shall have and may exercise the powers of the Executive Board in the management of the affairs of the Corporation. Such committee or committees shall have such name or names as may be determined by the Executive Board. A majority of the members of any such committee may determine its action and fix the time and place of its meeting unless the Executive Board shall otherwise provide. The Executive Board shall have power at any time to fill vacancies in, to change the membership of, or to dissolve any such committee.

ARTICLE TEN
BANK ACCOUNTS, CHECKS AND DRAFTS

Checks and drafts of the Corporation shall be signed by such officer or officers or such other employees or persons as the Executive Board may from time to time designate. All such bank accounts, checking or savings, shall be established and maintained at the discretion of the Executive Board at such bank or banks as it may from time to time designate or deem necessary.

ARTICLE ELEVEN
SEAL

The permanent official common seal of the Corporation shall be impression seal as follows:



ARTICLE TWELVE
AMENDMENT OF BY-LAWS

These By-Laws may be amended or additional By-Laws adopted by a majority vote at any meeting of the Executive Board at which a quorum is present, provided that in the notice of such meeting the proposed amendment or any By-Law shall be set forth.