

**AMENDED AND RESTATED BYLAWS
MAGNOLIA BALLROOM DANCERS' ASSOCIATION**

PREAMBLE

Endeavoring to further the social art of ballroom dancing and realizing the benefits derived from an associated group with shared interests, we hereby join together as a Ballroom Dancers' Association and adopt these Bylaws.

ARTICLE I – NAME

The name of this organization shall be Magnolia Ballroom Dancers' Association.

ARTICLE II – INCORPORATION

This organization shall be incorporated as a Mississippi Non-Profit Corporation.

ARTICLE III – PURPOSE

The purpose of this organization shall be to promote ballroom dancing and to provide ballroom dance entertainment and fellowship for the members and guests of the organization.

ARTICLE IV – DURATION

Unless dissolved by the membership, the period of the organization's duration shall be perpetual. Should organization be dissolved for any reason, the Board of Directors shall, as its last official act, distribute the assets organization according to the laws of the State of Mississippi and any applicable rules and regulations of the Internal Revenue Service.

ARTICLE V – MEMBERSHIP

SECTION A: MEMBERSHIP ELIGIBILITY

Any person who is interested in ballroom dancing, who subscribes to the purpose of this organization and who is at least twenty-one (21) years old shall be eligible for membership, subject to the payment of the appropriate annual dues.

SECTION B: CHARTER MEMBERS

Anyone joining this organization prior to September 17, 1991, shall be a Charter Member, and anyone joining on or after that date shall be a Regular Member.

SECTION C: MEMBERSHIP DUES

The amount of annual dues for each member shall be set by Board Resolution and included in the Standing Rules. The paid dues shall maintain a member in good standing through the last day of the month one calendar year from the date the application for membership was submitted to the Association or from the date membership renewal was due, whichever is applicable.

SECTION D: MEMBERSHIP FORFEITURE

Each member shall be allowed a ten (10) day grace period after expiration of membership within which to pay dues without forfeiting membership. During the grace period, any member whose membership has expired shall not have the right to vote on any issue. The membership is forfeited when dues become more than ten (10) days delinquent. The only penalty for non-payment of dues is forfeiture of membership.

SECTION E: MEMBERSHIP REINSTATEMENT

Any ex-member whose membership has been forfeited due to non-payment of dues may be reinstated to the membership status prior to forfeiture by paying all dues in arrears. In lieu of reinstatement, an ex-member may submit a new application for membership as a new member.

SECTION F: EXPULSION FROM MEMBERSHIP

At the discretion of the Board of Directors, any member may be expelled from this organization for just cause. A two-thirds (2/3) vote of the members of the Board of Directors in attendance at a special meeting, called to consider the expulsion of a member, shall be required to expel a member. The member being considered for expulsion shall be given written notice at least seven (7) days prior to the special meeting and shall be allowed to address the Board of Directors prior to the expulsion vote. Any member expelled from this organization shall be given a full refund of current dues paid.

SECTION G: CONFIDENTIAL RECORDS

Membership records shall be maintained in a confidential manner, and the information contained in the records shall be used only as necessary to conduct the affairs of the organization.

SECTION H: SUSTAINING SPONSORSHIPS

The Association may accept Sustaining Sponsorships from individuals, firms or corporations for \$250.00 or more annually upon approval by a two-thirds (2/3rd) vote of the Board of Directors. The Sustaining Sponsor shall be sent a letter of appreciation from the Association President, be placed on the mailing list of the Association

newsletter, be entitled to have two (2) representatives attend the Association dances at no charge, and be recognized as a Sustaining Sponsor in the Association newsletter and at the Annual Membership Meetings. Sustaining Sponsors shall have no vote or voice in the affairs of the Association unless they are also members.

ARTICLE VI – MEMBERSHIP MEETINGS

SECTION A: QUORUM

A membership quorum shall consist of ten percent (10%) of the members in good standing and shall be required at any membership meeting for any official membership action to be taken. Unless stated elsewhere in these Bylaws or in a subsequent regulation of the organization, a majority vote shall prevail.

SECTION B: VOTING RIGHTS

All members in good standing shall have the right to make motions and to vote on any issue before the General Membership. No member of the organization shall vote by proxy or by absentee ballot.

SECTION C: REGULAR ANNUAL MEETINGS

Regular meetings of the General Membership shall be held one time each year prior to the first day of October. The election of the elected members of the Board of Directors shall be held at this Annual Meeting. The date, time, and place of the meeting shall be published in writing and distributed by mail or electronically to each member at least forty-five (45) days prior to the meeting. All issues and items of business to be placed on the Annual Meeting Agenda shall be submitted, in writing, to the Board of Directors at least thirty (30) days prior to the meeting. In the event some unforeseen circumstance precludes the successful completion of the scheduled regular meeting, the meeting shall be rescheduled as soon as practical.

SECTION D: CALLED MEETINGS

Called meetings of the General Membership may be held whenever deemed necessary by the President or by a majority of the Board of Directors. The date, time, place, and purpose of the meeting shall be published in writing and distributed by mail or electronically to each member at least seven (7) days prior to the meeting. Only such business as stated in the advance notice, or such additional business necessary to conduct the affairs of the organization as determined by a majority vote of the members in good standing attending the meeting, may be conducted at the called meeting.

SECTION E: SPECIAL MEETINGS

A petition of twenty percent (20%) of the members in good standing may call for a special meeting of the General Membership. If the special meeting of the General

Membership is not called by the President or the Board of Directors within thirty (30) days of receipt of a proper petition, the petitioning members may then call the special meeting by mailing or e-mailing to each member a written notice stating the date, time, place, and purpose of the special meeting. Only such business as stated in the advance notice, or such additional business necessary to conduct the affairs of the organization as determined by a majority vote of the members in good standing attending the meeting, may be conducted at the special meeting.

ARTICLE VII

BOARD OF DIRECTORS

SECTION A: RESPONSIBILITY

All the property and business of this organization shall be under the direction of a Board of Directors, subject to the will of the General Membership.

SECTION B: MEMBERS

The Board of Directors shall consist of the following officers: President, Vice-President, Secretary, Treasurer, Activities Director, Membership Director, Publicity Director, Music Director, Legal Advisor, Newsletter Editor and Immediate Past President. The positions of Membership Director and Activities Director may be filled by co-chairs as needed by the Board from time to time. With the exception of the Immediate Past President, Music Director, Legal Advisor, and Newsletter Editor, each member of the Board of Directors shall be elected at the Annual Meeting of the General Membership. The elected members of the Board of Directors shall appoint the Music Director, the Legal Advisor, and the Newsletter Editor.

SECTION C: VOTING RIGHTS

All members of the Board of Directors shall have the right to make motions and to vote on any issue before the Board of Directors. No member of the Board of Directors shall vote by proxy or by absentee ballot. The right to make motions and vote on any issue before the Board of Directors shall be limited to members of the Board of Directors. Board matters may be voted on by e-mail with the same force and effect of in-person Board meetings.

SECTION D: TERM OF OFFICE

Each elected member of the Board of Directors shall serve a term beginning the first day of October, or as soon thereafter as elected, of the year in which elected and ending on the last day of September, or as soon thereafter as a successor is elected, of the following year. The term of the appointed members of the Board of Directors shall be the same as the elected members of the Board of Directors.

SECTION E: ELIGIBILITY

Any member in good standing shall be eligible to serve as a member of the Board of Directors. Any member of the Board of Directors shall have the right to seek re-election or to seek election to a different position on the Board of Directors. No member may concurrently hold more than one position on the Board of Directors.

SECTION F: DISMISSAL FROM OFFICE

Any member of the Board of Directors who does not properly fulfill the duties of office, or who willfully and without excuse fails to be in attendance at two (2) consecutive meetings of the Board of Directors, shall, upon a two-thirds (2/3) vote of the members of the Board of Directors present at a special Board of Directors meeting called to consider the dismissal of a member of the Board of Directors, be dismissed and the office declared vacant.

SECTION G: IMPEACHMENT

A petition of twenty percent (20%) of the members in good standing may call for a special meeting of the General Membership for the purpose of conducting impeachment proceedings against any member of the Board of Directors. If the special meeting of the General Membership is not called by the President or the Board of Directors within thirty (30) days of receipt of a proper petition, the petitioning members may then call the special meeting by mailing or e-mailing to each member a written notice stating the date, time, place, and purpose of the special meeting. Only such business as stated in the advance notice, or such additional business necessary to conduct the affairs of the organization as determined by a majority vote of the members in good standing attending the meeting, may be conducted at the special meeting. A two-thirds (2/3) vote of the members in good standing attending the special meeting shall be required to impeach a member of the Board of Directors.

SECTION H: VACANCY IN OFFICE

In the event of a vacancy in the office of President, the Vice-President shall fill the unexpired term of the President. In the event of a vacancy in any other elected office, the remaining members of the Board of Directors shall select and appoint another eligible member to fill the unexpired term of the vacant elected office.

SECTION I: DUTIES OF OFFICE

PRESIDENT: The President shall preside at all Membership and Board of Directors Meetings, shall oversee all business affairs of the organization, shall serve as an ex-officio member of all committees except the Nominating Committee, shall appoint the Chairpersons of all Special Committees subject to Board of Directors approval, shall

be authorized to countersign checks issued by the organization, and shall perform such other duties as may be incident to the office of President.

VICE-PRESIDENT: The Vice-President shall assist the President, shall preside in the absence of the President, shall assume the office of the President in the event of a vacancy, shall assume the duties of any vacant office until the vacancy is filled, shall oversee administrative activities and committees as delegated by the President, shall be authorized to countersign checks issued by the organization, and shall perform such other duties as may be incident to the office of Vice-President. Additional duties may be assigned from time to time by Board Resolution.

SECRETARY: The Secretary shall record the proceedings of all Membership and Board of Directors Meetings and keep a permanent file of such records, shall provide at each meeting the written minutes of the proceedings of the previous meeting, shall count and record votes at meetings, shall act as custodian of all organization records except those assigned to others, shall handle all correspondence, shall be authorized to countersign checks issued by the organization, and shall perform such other duties as may be incident to the office of Secretary.

TREASURER: The Treasurer shall be responsible for the financial management programs of the organization, shall keep an account of the funds received and disbursed, shall issue checks to pay expenses incurred and approved for payment by the Board of Directors, shall prepare written statements of financial condition to be presented at Board of Directors meetings and at the Annual Membership Meeting, shall be authorized to countersign checks issued by the organization, and shall perform such other duties as maybe incident to the office of Treasurer.

IMMEDIATE PAST PRESIDENT: The preceding year's Association President automatically assumes this office for the next one-year term if he/she is not continuing in the office of President for an additional one-year term. This officer acts as a key advisor to the Association's leadership. This experienced Association officer has the opportunity to share valuable knowledge and help build an even stronger Association. Primary responsibilities are to assist the President and the Board of Directors by serving as a source of information and assisting in setting goals and objectives for the coming year and to serve as Chair of the Nominating Committee. Additional duties may be assigned from time to time by Board Resolution. This position is only for a one-year term. If after the one-year term served as Immediate Past President the then Association President continues as President for another one-year term, the Immediate Past President position will be vacant for that next one-year term.

ACTIVITIES DIRECTOR: The Activities Director shall be responsible for the decorations at each dance organization and community activities, and shall serve as Chairperson of the Decorations Committee. Additional duties may be assigned from time to time by Board Resolution.

MEMBERSHIP DIRECTOR: The Membership Director shall be responsible for maintaining the official membership records of the organization and for membership

recruitment, activation, and renewal and shall serve as Chairperson of the Membership Committee. Additional duties may be assigned from time to time by Board Resolution.

PUBLICITY DIRECTOR: The Publicity Director shall be responsible for keeping the members informed of the organization's events, dances and activities and for the organization's public relations programs, shall serve as a liaison between the organization and the news media, and shall serve as Chairperson of the Publicity Committee. Additional duties may be assigned from time to time by Board Resolution.

MUSIC DIRECTOR: The Music Director shall be responsible for developing the musical programs of the organization and shall serve as Chairperson of the Music Committee.

LEGAL ADVISOR: The Legal Advisor shall serve as legal counsel to the Board of Directors for all organization business.

NEWSLETTER EDITOR: The Newsletter Editor shall be responsible for the organization's newsletter and shall serve as Chairperson of the Newsletter Committee.

SECTION J: SIGNING OF CHECKS

All checks issued by the Association shall be signed by two (2) authorized officers.

ARTICLE VIII – BOARD OF DIRECTORS MEETINGS

SECTION A: QUORUM

A Board of Directors quorum shall consist of fifty percent (50%) of the members of the Board of Directors and shall be required at any Board of Directors meeting for any official Board of Directors action to be taken. Unless stated elsewhere in the Bylaws or in a subsequent regulation of the organization, a majority vote shall prevail.

SECTION B: REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held as needed to conduct the business of the Association at such time and place as designated by the Board of Directors. Meetings may be held by teleconference.

SECTION C: SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors.

SECTION D: OPEN ACCESS

All Board of Directors Meetings shall be open to the General Membership.

ARTICLE IX – STANDING AND SPECIAL COMMITTEES

SECTION A: ACTIVITIES COMMITTEE

There shall be a Standing Committee known as the Activities Committee. The Activities Committee shall be under the direction of the Vice President and the Activities Director and shall include as many members as may be necessary to perform committee duties. The committee members shall be selected by the Activities Director.

The Activities Committee shall be responsible for the planning and coordination of activities for the membership.

SECTION B: MEMBERSHIP COMMITTEE

There shall be a Standing Committee known as the Membership Committee. The Membership Committee shall be under the direction of the Membership Director and shall include as many members as may be necessary to perform committee duties. The committee members shall be selected by the Membership Director.

SECTION C: PUBLICITY COMMITTEE

There shall be a Standing Committee known as the Publicity Committee. The Publicity Committee shall be under the direction of the Publicity Director and shall include as many members as may be necessary to perform committee duties. The committee members shall be selected by the Publicity Director.

SECTION D: MUSIC COMMITTEE

There shall be a Standing Committee known as the Music Committee. The Music Committee shall be under the direction of the Music Director and shall include as many members as may be necessary to perform committee duties. The committee members shall be selected by the Music Director.

The Music Committee shall be responsible for reviewing and classifying individual musical recordings, developing play lists for dance functions, developing and maintaining a collection of ballroom quality dance music, developing and maintaining a list of available bands capable of playing ballroom dance music, and generally establishing the musical philosophy of the organization.

SECTION E: NEWSLETTER COMMITTEE

There shall be a Standing Committee known as the Newsletter Committee. The Newsletter Committee shall be under the direction of the Newsletter Editor and shall include as many members as may be necessary to perform committee duties. The committee members shall be selected by the Newsletter Editor.

The Newsletter Committee shall be responsible for publishing and distributing an organizational newsletter. The purpose of the newsletter shall be to inform the members about the activities of the organization, area ballroom dance events, and any other interesting or pertinent information.

SECTION F: SPECIAL COMMITTEES

Special Committees shall be established by the President, as necessary, subject to the approval of the Board of Directors. The Special Committees shall be dissolved upon completion of their assigned responsibilities.

ARTICLE X – ELECTIONS

SECTION A: NOMINATING COMMITTEE

A Special Committee consisting of four (4) members and the Past President shall be designated as the Nominating Committee. The Immediate Past President shall act as the Chair of the Committee. The four (4) other members shall be appointed by the President, subject to the approval of the Board of Directors, no later than ninety (90) days prior to the Annual Membership Meeting. If the Immediate Past President position is vacant, then the President shall appoint a fifth (5th) member to serve on the Nominating Committee, and the Nominating Committee will elect a Chairman of that Committee. The Nominating Committee shall furnish to the Board of Directors the names of at least one nominee for each elective office no later than thirty (30) days prior to the Annual Membership Meeting. The Board of Directors shall have the names of the nominees published in writing and distributed by mail or electronically to each member prior to the Annual Meeting.

SECTION B: FLOOR NOMINATIONS

In addition to the nominees of the Nominating Committee, nominations shall be taken from the floor for the election of the elected members of the Board of Directors at the Annual Membership Meeting.

SECTION C: WRITE-IN VOTES

Write-in votes for persons whose names are not placed in nomination before the General Membership shall not count in the election of the elected members of the Board of Directors.

SECTION D: VOTING RIGHTS

All members in good standing shall have the right to vote in the election of the Board of Directors. The Membership Director shall certify the membership roster before the election of officers.

ARTICLE XI – UNAUTHORIZED REPRESENTATION

The use of the organization name or the making of any statement, written or oral, by any member to any person, publication, or organization, which implies sponsorship or approval of this organization, shall be expressly prohibited without prior approval by the Board of Directors. Any unauthorized expenditure, purchase, obligation, or commitment of organization funds, manpower, or goodwill by any member shall be the sole and individual responsibility of that member.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The authority for any point of order in any meeting of this organization shall be the most recent edition of “Robert’s Rules of Order,” unless it is inconsistent with these Bylaws or any subsequent regulation of the organization.

ARTICLE XIII – SUBSEQUENT REGULATIONS

SECTION A: STANDARD OPERATING PROCEDURES AND STANDING RULES

The Board of Directors shall establish Standard Operating Procedures and Standing Rules, which shall not be in conflict with the Bylaws. A Standard Operating Procedure shall be the procedure used by the Board of Directors unless a formal entry is made in the Minutes of a Board of Directors Meeting stating that an exception to procedure was approved by the Board of Directors. The Board of Directors shall not approve an exception to procedure that is in conflict with the Bylaws.

SECTION B: OPERATIONS MANUAL

The Board of Directors shall develop and maintain an Operations Manual containing the Articles of Incorporation, the Bylaws, the Standard Operating Procedures and Standing Rules of the organization.

ARTICLE XIV – AMENDMENT TO BYLAWS

The Board of Directors may include proposed amendments to the Bylaws in the advance notice of the Annual Membership Meeting, or the Board of Directors may call a General Membership Meeting for the purpose of amending the Bylaws. In addition, a petition of twenty percent (20%) of the members in good standing may call for a special meeting of the General Membership for the purpose of amending the Bylaws. The date, time, and place of a called or special meeting and the proposed amendments shall be published in writing and distributed by mail or electronically to each member at least thirty (30) days prior to the meeting. Prior to presentation to the General Membership, all proposed amendments to the Bylaws shall be reviewed by a special Bylaws Committee to insure clarity and compatibility with the other sections of the Bylaws. A two-thirds (2/3) vote of the members in good standing in attendance at the meeting shall be required to amend the Bylaws.

ARTICLE XV – EFFECTIVE DATE

Upon approval by a two-thirds (2/3) vote of the members present at a Membership Meeting on August 12, 2006, these Amended and Restated Bylaws of the Magnolia Ballroom Dancers' Association shall become effective.