

1. Constitution

And Articles of Incorporation
October 15, 2016

1.1 Organization Name:

The name of this organization shall be "Dunedin Music Society, Inc." (hereinafter, also referred to as the "Organization").

1.2 Organization and Location:

The Organization shall be organized as a charitable nonprofit corporation located in the City of Dunedin of Pinellas County Florida.

1.3 Purpose

1.3.1 The purpose of the Organization is to be an active participant in community cultural enrichment activities.

1.3.2 The Organization shall operate as a charitable nonprofit corporation under Internal Revenue Service tax-exempt section 501(c)(3), Arts, Culture, and Humanities entity code A6C Music Groups, Bands, Ensembles.

The Organization shall:

1.3.3 Present live concerts that provide cultural enrichment and entertainment opportunities for audiences of all ages in the City of Dunedin and surrounding communities; and

1.3.4 Offer musicians opportunities to participate in affiliated groups for their personal enrichment, education, and performing pleasure.

1.4 Membership

Membership of the Organization shall be open to individuals and organizations who submit an application which is approved by a membership committee, and who comply with the membership requirements as defined by the Organization's membership bylaws.

1.5 Board of Directors

1.5.1 There shall be a Board of Directors (the "Board") consisting of five (5) elected volunteer voting Directors (Officers) that include a Chair, Vice Chair, Secretary, Treasurer, and Committee Chair, as well as an Executive Director and an Artistic Director who shall be non-voting paid employees of the Organization.

1.5.2 Elected Directors shall occupy their positions for one three (3) year term each. No elected Director completing a term shall be eligible for re-election to the same office within a period of one (1) full calendar year.

1.5.3 The Board shall retain full governance of the Organization and be responsible for the custody and administration of the Organization's assets and legal documentation.

1.5.4 The Board shall control the Organization's affairs through the oversight and direction of an administrative Executive Committee.

1.5.5 Between its meetings the Board may be polled by mail or other means.

1.5.6 The Board shall act by a majority of those voting, except as otherwise provided elsewhere in the Constitution or Bylaws.

1.5.7 All actions taken by the Board shall be published and reported to the Organization's membership through a regular and inclusive means of communication.

1.6 Executive Committee

1.6.1 The Executive Committee shall consist of the Executive and Artistic Directors, the Board's Committee Chair, as well as committee chairpersons and other appointees as identified in the Organization's bylaws. Other Directors may participate in Executive Committee meetings at will.

1.6.2 The Organization shall be administered by an Executive Committee which is accountable to and receives instructions from the Board of Directors.

1.6.3 All individual persons appointed to the Executive Committee as identified in the Organization's Bylaws and attending an Executive Committee meeting shall have one vote in decisions made at that meeting. The Executive Director will cast the final vote, which will be the deciding vote in the case of a tie.

1.6.4 Between its meetings the Committee may be polled by mail or other means.

1.6.5 The Committee shall act by a majority of those voting, except as otherwise provided elsewhere in the Constitution or Bylaws.

1.6.6 All minutes taken at Executive Committee meetings shall be submitted by mail or otherwise to each member of the Board of Directors.

1.7 Officers

The Officers of the Organization's registered Corporation shall faithfully execute the duties of President (fulfilled by the Board Chair), Vice-President (fulfilled by the Board Vice-Chair), Secretary (fulfilled by the Board Secretary) and Treasurer (fulfilled by the Board Treasurer).

1.8 Meetings

1.8.1 Meetings shall be governed by a simplified version of Rules of Order as defined in the Bylaws.

1.8.2 Minutes of each meeting's attendees eligible to vote, motion outcomes (decisions), and vote results shall be filed with the corporate records.

1.8.3 Notice of a meeting shall be given to each eligible meeting participant, by any written means of communication, not less than two weeks prior to the meeting or as specified elsewhere within this Constitution.

1.8.4 Meeting attendees shall be considered "present" when attending a meeting in person or via live audio or audio/visual telecommunication methods.

1.8.5 The Board shall meet at least quarterly during each calendar year, including the Annual General Meeting of the organization. Additional Board meetings shall be at the call of the Chair or upon written petition of a majority of the members of the Board. At meetings of the Board, a quorum shall consist of three voting members. In the absence of a quorum the members may adjourn from time to time until a quorum shall be present.

1.8.6 The Executive Committee shall meet at least monthly at times determined by the Executive Director. Additional meetings of the Executive Committee shall be at the call of the Board Chair or of the Vice Chair when acting as the Board Chair, or of the Executive Director, or at the written request of any three (3) members of the Committee. At meetings of the Executive Committee, a quorum shall consist of three voting members. In the absence of a quorum, the members may adjourn from time to time until a quorum shall be present.

1.8.7 In addition to quarterly review meetings of the Board of Directors, and monthly business meetings of the Executive Committee, there shall be an Annual General Meeting of the Organization's members held in December of every year at a time and place selected by the Board of Directors, and upon sixty (60) days written or electronic notice to all members on record. The Annual General Meeting shall include approval by the Organization's membership of the proposed summarized annual budget as presented by the Board for the upcoming year, any proposed amendments to the Constitution and Bylaws, and the election of Officers in an election year.

1.8.8 A special meeting of the full membership may be called by a simple majority of the Board of Directors or the Executive Committee. A petition signed by a minimum of forty (40) current members who are in good standing as defined in the Bylaws or ten percent (10%) of current members who are in good standing as defined in the Bylaws, whichever is greater, may also call a special meeting.

1.9 Amendments to the Constitution and Bylaws

1.9.1 Amendments to the Constitution and Bylaws proposed by the Board of Directors shall be distributed to Organization's members 60 days prior to a scheduled vote.

1.9.2 A majority of the quorum of members present at the Annual General Meeting or at a special meeting shall be required to effect the change.

1.9.3 A quorum shall consist of two-thirds of the Organization's current members who are in good standing, as defined in the Bylaws.

1.10 General

1.10.1 No part of the earnings of the Organization shall inure to the benefit of, or be distributed to its members, Officers or other private persons, except that the Organization is authorized and empowered to pay reasonable compensation for services rendered.

1.10.2 The Organization, under the Internal Revenue Code 501(c)(3), is absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. Contributions to political campaign funds or public statements of position (verbal or written) made on behalf of the Organization in favor of or in opposition to any candidate for public office clearly violate the prohibition against political

campaign activity. Violating this prohibition may result in denial or revocation of tax-exempt status and the imposition of certain excise taxes.

1.10.3 The Registered Agent of the Organization is

Mr. Michael L. Davis, 500 94th Avenue North, St. Petersburg, FL 33702-2406

1.10.4 The Organization is incorporated by

Mr. Thomas Doddridge, 1619 Greenwood Drive, Dunedin, FL 34698

1.11 Dissolution

Upon dissolution of the Organization and after all debts have been paid, remaining assets shall be distributed for one or more exempt purposes as required by Internal Revenue Code 501(c)(3) and in accordance with current laws and articles for the State of Florida pertaining to dissolution of charitable nonprofit organizations.