

BY- LAWS of the SPACE COAST JAZZ SOCIETY, INC.

(A Florida not for profit Corporation)

Article I (name, address, purpose)

Section 1: The name of this Corporation is the Space Coast Jazz Society, Inc., formerly named the Jazz Society of Brevard, Inc (the "Corporation "), a not for profit corporation formed and existing under Florida law.

Section 2: The principal address of this corporation, and any subsidiary address or office shall be in Brevard County, Florida, at such locations may be determined by the Board of Directors of said corporation.

Section 3: The purpose of this corporation shall be as stated in Article III of its Articles of Incorporation. These Bylaws shall replace in to, any previous Bylaws of this Corporation previously approved, under any prior name.

Article II (organization and structure)

Section 1: The governing body of this corporation shall consist of:

(a) a Board of Directors (the "Board"), duly elected at the organizational meeting of this corporation, and such other Directors (or " Board Member(s)") later appointed or elected, as hereinafter provided, who shall exercise the duties, powers and privileges specified below;

(b) the general members, who shall exercise the duties, powers and privileges specified below.

Section 2: There shall be a minimum of five directors, duly elected or appointed, one of which shall be the Presiding Director, and four mandatory directorships, whose powers and duties shall be as hereinafter described. The number of serving directors shall always be an odd number.

Section 3: Actions by the Board of Directors in furtherance of corporation business shall be taken by a majority vote of a quorum of such Directors present at a regular or special meeting of the board, called as provided for herein. A quorum of the Board of Directors shall be a majority of all then serving Directors and no business may be conducted without such quorum.

Section 4: Actions taken by the general membership at a special or general membership meeting, called as herein provided, shall be by a majority vote of a quorum of members. A quorum of general members shall be any number of members authorized to vote, who are physically present at such meeting. No business may be conducted without such quorum.

Section 5: Unless otherwise stated, where a vote is required to conduct any business of this corporation by the Board of Directors or general members, such vote shall be decided by majority vote. In the event of a tie vote, the matter voted on shall not pass, but shall be automatically tabled once only, and may be brought up for vote at any time, on motion of any Board member at a regular or special meeting of the Board. If said matter does not pass again, it can be only be moved for vote again, by majority vote of the Board.

Article III (membership - qualifying, voting rights, etc.)

Section 1: (a) Individual membership - Any person twenty-one years of age or older shall be eligible

for membership, upon approval by the Board of Directors, and the payment of the required dues. Any person not of such age, who is not part of a family membership plan, may become a member in the same manner, provided an affidavit of consent from a parent or legal guardian is presented to the Board with his/her application. The affidavit shall also provide that the corporation, its directors and/or members shall not be held liable, should such underage person consume alcoholic beverages at a Corporation activity.

(b) Family membership - shall consist of at least one person over the age of twenty-one years, and any other persons of any age residing with said person in an single family dwelling unit owned, rented or leased by any person so residing in such unit. Acceptance of a family membership shall constitute a waiver of claim of liability by all family members, against the corporation, its directors and/or members, should an underage family member consume alcoholic beverages at a corporation activity.

(c) Other classes of membership, as specified in Article V of the Articles of Incorporation of this corporation.

The Board of Directors shall not disapprove a membership application except for good cause, and not based on religious, ethnic, racial, age or other discriminatory grounds. Members twenty-one years or older in good standing, present in person, will have one vote on matters requiring a general membership vote. Memberships are not assignable, transferable, nor inheritable.

Section 2: The following matters must be submitted to the general membership for a vote, as hereinafter set forth:

(a) to elect directors of the corporation, at any meeting called for the purpose of holding elections for same;

(b) to revoke, amend, modify or otherwise alter any act of the Board of Directors or general membership, at any special or general membership meeting;

(c) to summarily remove any Director, at a meeting specifically called to do so;

(d) to accept or reject any proposed amendment(s) to the Articles of Incorporation and/or Bylaws of this corporation.

Section 3: It shall be the sole responsibility of a member to advise the Corporation, by written notice, of any change of address or other information which may be relevant to the rights, duties and responsibilities of said member.

Section 4: Annual dues shall be fixed by the Board of Directors, and shall remain in effect, until changed prior to January 1st of the year in which such changed dues shall become effective. Dues are payable in full on or before January 1st of each year. Members joining after January 1st and before May 1st shall pay full dues upon joining. Members joining after May 1st and before November 1st , shall pay 50% of such dues upon joining. Members joining from November 1st to December 31st, shall pay dues in full on joining, and will be paid up members until December 31st of the following year. Admission fees for members and/or nonmembers to attend monthly music gatherings and other nonbusiness activities, shall be fixed by the Board, and shall remain in effect, until changed at any later regular or special Board meeting. The Board of Directors shall have the right to waive payment of dues and/or admission fees from any member.

Section 5: If a member does not pay dues after January 31st of any year, a notice of delinquency and

request for immediate payment shall be promptly mailed to such member's latest address on record with the Corporation, requesting payment by March 31st. If such dues are not paid, such member's membership, and any term of office held by such member shall be automatically terminated, without formal action.

Section 6: Any person who becomes a member of this Corporation shall be deemed to have received, read and understood these Bylaws, and agrees to be bound by the terms thereof, and shall be barred from later claiming otherwise.

Article IV (Directors - powers, term, removal, etc.)

Section 1: The Board of Directors shall have initial and primary control of the property, business, activities and affairs of the Corporation. Directors must be members in good standing of this corporation, and shall each have one vote.

Section 2: The Board of Directors may vote to delegate any of its authorized functions or actions ordinarily requiring a Board vote, to the Presiding Director or his/her designee, to be performed without vote of the Board of Directors. Such delegated action or function when performed, shall have the same force and effect, as if properly voted upon and passed by the Board of Directors. The Presiding Director may delegate any function(s) or power(s) specifically granted to his office, to any director(s), for a specific, limited or indefinite period of time. Exercise of the delegated function(s) or power(s) by such designee director(s), shall have the same force and effect, as if exercised by the Presiding Director.

Section 3: Upon acceptance of these Bylaws, the elective term of the Presiding Directors and half of the number of Directors nominated for election, shall be for two years from the date of the election next following such acceptance, which election shall occur not later than April 30, 2004. The terms of the remaining half of the directors nominated for election, shall be for one year from said election. Thereafter, terms of office for all Directors, shall be for two years, following the end of the term to which each Director was previously elected. If the term of a Director elected prior to acceptance of these bylaws extends beyond said election, it shall nevertheless expire on the date of said election. Any term of a serving Director that expires before said next election following such acceptance, shall be extended to said election following thereafter. Subsequent to those elections, if any Director's term expires by reason of an election not being held before its expiration, said term shall be extended to such election, to avoid a gap in service.

Section 4: If any director(s) is removed, resigns, or becomes unable to serve for any reason prior to the end of his/her term, the Board of Directors, at any regular or special meeting of said Board, shall make an interim appointment of any member in good standing as a temporary Director(s), to serve in place of such Director(s). The Board of Directors may also create additional directorships, and appoint any member to serve as such Director(s).

Section 5: Any Director(s) appointed pursuant to the preceding Section of this Article shall serve until the next general membership meeting at which an election of Directors is to be held. Such appointed Director(s) may be nominated for election to any Director position for which an election is to be held, in the same manner as any other candidate.

Section 6: Promptly after the completion of an election, the Board of Directors shall appoint one or more Directors or general members, to carry out various functions of this Corporation. A mandatory appointment must be made of a Director performing as Assistant Presiding Director, Treasurer, Secretary, and Director-at-large. A Director may be appointed to more than one such mandatory

position, but will only have one vote on Board matters. The Board may also create standing or temporary committees, the members of which may be Board or non-board members. The Presiding Director shall be the de facto chairman of any committee, unless another person is appointed. Non-director committee chairs or members shall not vote on Board matters.

Section 7: Any director(s) may be removed from office summarily by a majority vote of a quorum of members, at a special membership meeting expressly called to consider such removal.

Section 8: It is deemed desirable for all Directors to attend Board meetings, to ensure a quorum, and maximum participation in the affairs of the Corporation. A Director must notify the Presiding Director or his/her designee, that the Director will not attend the next meeting of the Board, and a reason for such nonattendance. Acceptance or rejection of any excuse for any failure to give such notice or attend, will be in the discretion of the Presiding Director.

Section 9: The failure of a director to attend three consecutive meetings of the Board of Directors, or the failure of a Director to attend more than six such meetings in any calendar year, without prior satisfactory notice and explanation to the Presiding Director, shall be grounds for removal of such director from his/her office. Such action shall be taken at the next meeting of the Board of Directors immediately following the occurrence of such failure. After notifying the members of the Board of the existence of grounds for removal, the Presiding Director shall move for such removal at said meeting. The Director facing such removal shall be notified at least 48 hours in advance of the meeting to consider such removal, and shall be permitted to appear and be heard in person at such meeting, but not permitted to vote thereon. Unless a Board member can show that the grounds for removal do not exist, removal shall occur immediately.

Section 10: The Presiding Director, or Director presiding at any meeting of the Corporation, shall have the discretionary power to summarily exclude any person present at such meeting, who engages in loud or abusive or vulgar language, or any behavior which disrupts or unduly prolongs the conduct of corporation business, or annoys, insults or harasses any person present.

Section 11: The Board shall have full discretionary power to admit or expel members, for good cause, and not based on religious, ethnic, racial, age or other discriminatory grounds. If membership is refused, or expulsion of a member is under consideration, the person affected by such action shall have the right to appear before the Board, and be heard on such matter. Such request shall be made in writing to any Board member. Said person shall in appear in person if he/she resides in Brevard County, or by sworn affidavit, if not such a resident.

Article V (specific powers and duties of directors)

Section 1: Each Director appointed to carry out a mandated function(s) of the Corporation, as above set forth, will perform such acts which are reasonably necessary for the complete and full performance of such function(s), including but not limited to the following:

(a) The Presiding Director will:

1. report annually on the overall condition of the Corporation, in a manner, and at a time and place to be determined by the Board;
2. call regular or special meetings as specified in the Bylaws;
3. appoint, employ, fix compensation for, or remove or discharge any person not a Board member,

employed by the Corporation, as may be directed by the Board.

4. prepare or have prepared and execute all contracts or agreements on behalf of, and in the name of the Corporation, as may be directed by the Board, or where employment of a Board Director is involved, if authorized by a majority vote of the general membership.

5. sign any instruments of financial obligation of the Corporation, any contracts or other instrument legally binding the Corporation, documents for the payment or other disbursement of Corporation funds drawn and cosigned by the Director-Treasurer or other Director, and any other document purporting to be an official act of the Corporation,

6. preside at all meetings of the Corporation at which he/she is present, or designate a director to do so in his/her absence;

7. perform such other acts, duties and responsibilities outlined in these Bylaws, as are necessary or incidental to the full and complete discharge of his/her office, and otherwise enforce the Bylaws.

8. represent the Corporation at its events and programs, and at major community functions where it is a participant, or designate a member to do so in his/her stead.

(b) The Director appointed to act as Assistant Presiding director will:

1. assist the Presiding Director in carrying out the duties and obligations of such office, as above set forth;

2. when Presiding Director is absent, or when directed to do so by him\her, assume the duties and powers of Presiding Director.

(c). The Director performing the function of Secretary will:

1. keep the minutes of every meeting of the Corporation in legible and organized form, in permanent books of record;

2. where necessary, have the authority to countersign membership certificates; create and send correspondence and other non-financial documents, give and serve all notices of the Corporation, unless otherwise set forth in the Bylaws;

3. keep secure custody and care of all non-financial records of the Corporation, and of the equipment necessary to create and preserve such records, and to produce same upon order of a serving Director;

4. perform such other acts or duties outlined in these Bylaws, as are necessary or incidental to the full and complete discharge of his/her office.

(d) The Director appointed to act as Treasurer will:

1. have custody of the funds and other financial instruments of the Corporation, and deposit same in the name of the Corporation, in such banks or other financial institutions approved by the Board;

2. keep permanent and correct accounts of the financial assets and transactions of the Corporation, and exhibit same when required to so by the Bylaws, on prior request of any Board member, and

make same available at Board meetings, and, upon prior notice, at any membership meetings;

3. render a written report of the financial condition of the Corporation at each Board meeting, and if directed by the Board, at any membership meeting, and at the annual general meeting in conjunction with the Presiding Director's report;

4. prepare and render a written financial statement of assets and financial transactions of the Corporation after the end of each calendar year, within a reasonable time, prior to the annual general membership election meeting;

5. countersign membership certificates, keep a record of name and last known address of members of the Corporation and the type of membership of each member, announce and collect dues from such members, maintain a record of members who have paid or are delinquent in paying dues, and notify the Board of same, and send or cause to be sent notices of delinquency;

6. In the absence of the Presiding Director or Assistant Presiding Director, or when directed to do so by such Director, sign financial instruments which such Director is authorized to sign;

7. perform such other acts, duties and responsibilities outlined in these Bylaws, as are necessary or incidental to the full and complete discharge of his/her office.

(e) The Director appointed to act as Director-at-large will:

1. perform such duties, including the duties of any other Director, as may be directed by the Board of Directors;

2. perform such other acts, duties and responsibilities outlined in these Bylaws, as are necessary or incidental to the full and complete discharge of his/her office.

Section 2: Directors not appointed to mandatory positions shall have such powers, duties and responsibilities, as may be fixed by the Board of Directors at the time of election or appointment. The Board of Directors shall have the power to modify the powers, duties and/or responsibilities of any Director, at any time during such Director's term of office.

Article VI (nomination and election of Directors, other matters)

Section 1: A general membership meeting to elect directors shall be held annually, on, or as close as possible to, the anniversary date of the previous election meeting. At least thirty days prior to a general membership meeting at which directors are to be elected, the Board of Directors will appoint a nominating committee, to select nominees for Directors to be elected at such meeting.

Section 2: Any Director other than the Presiding or Assistant Presiding Director, if designated by the Board, may preside at the election. The Director presiding shall make a reasonable effort to determine the eligibility of persons attempting to vote, and may challenge such eligibility of anyone before a vote. Upon request of said Director, any person who wishes to vote must furnish satisfactory proof of identity and membership. The Corporation membership records shall be available to assist in identifying members, and determining eligibility to vote, but shall be kept private and confidential from nonmembers.

Section 3: At the meeting of the general membership, the Director presiding at such meeting will place the names of the nominating committee candidates before the general membership. The

nominee for Presiding Director shall be announced first. After announcing such nominees, the Director presiding shall call for any nominations from the floor, first for nominee for Presiding Director, and then for other directors, to the number and extent of other Director positions nominated by the nominating committee. Nominations for each candidate shall be limited to two minutes duration, and shall not contain any comments concerning any other nominee. When nominations are complete, the Director presiding shall then announce that nominations are closed.

Section 4: At any time before the first vote begins, the Director presiding or any member may challenge the eligibility of any person attempting to vote. The Director presiding shall call for any eligibility challenges, and state that no such challenges will be accepted after voting begins. Such Director shall then review the membership records and any identification documents of such person, and uphold or deny each challenge, and shall state the grounds for such decision, which will be final and binding. If the membership records show a person alleged to be present to vote is eligible, the identity of the person attempting to vote under such name shall be resolved by said Director. Any person found to be ineligible shall be required to leave the room until voting is completed.

Section 4: If there are no nominees other than those of the nominating committee, the Director presiding shall call for a single ballot voice vote on the nominating committee's entire slate of candidates. If there are floor nominations, said Director shall call for a voice vote for each candidate by name, commencing with the nominating committee's candidate for Presiding Director, followed by floor-nominated candidate(s) for Presiding Director in the order nominated. After the vote for Presiding Director has been held and decided, said Director shall call for a voice vote on each of the other nominating committee candidates in the order presented, followed by a voice vote on each of the floor-nominated candidates, in the order nominated from the floor. If any candidate receives a majority voice vote, the remaining available elective offices shall be thus reduced, so that not every candidate may be voted upon, if the available positions have been filled before reaching that candidate's name.

Section 5: If said Director cannot determine if a candidate has received a required majority by voice vote, or upon voice call from the floor, said Director shall call for a ballot by a show of hands on that candidate only. Said Director shall personally tally such votes, as to whether a majority has been achieved for that candidate. An individual count tally will not be required. If there is no objection, such tally will constitute the official results of the election, and the type of vote and result will be recorded in the minutes. If there is objection to the show of hands vote tally, the show of hands vote will be repeated, and said Director shall then tally this vote by individual count, and announce the result. If there is no objection, such tally will constitute the official results of the election, and the type of vote and result will be recorded in the minutes. If there is objection to the individual count tally, a written secret ballot vote will become mandatory for such candidate and any candidates not yet voted on. The election will be adjourned to a special general membership meeting, to allow for preparation for such ballot(s) and election of such candidate(s). Any candidate successfully elected prior to the objection to the vote for any other candidate, shall be deemed duly elected, and shall not be voted upon again.

Section 6: Either before or after any elections, the Director presiding shall present any other Corporation matter(s) which require the vote of the general membership, as above set forth. The vote on each such matter will be conducted and decided in the same manner as the election of Directors as above set forth.

Article VII (meetings, type, how called, conduct, etc.)

Section 1: There shall be an annual meeting of the general membership, at which elections of

Directors shall be held, and other business upon which such members are entitled or required to vote. Such meeting will be held on or before the anniversary date of the previous meeting held for such purpose(s), or as close to said anniversary date as possible.

Section 2: A special meeting of the general membership, may be called by the Presiding or Assistant Presiding Director, or either Director's designee, by a majority vote of the Board, or by written signed request of at least fifty percent of the members in good standing, to be held at such time, place and date to be fixed by the Board. As much advance notice of same shall be given, as may be practical, based on the reason or need to call such meeting.

Section 3: There shall be a regular meeting of the Board of Directors each month, at such time, place and date, to be fixed by the Board.

Section 4: Any Board member may request a special meeting of the Board, at any regular Board meeting, or by contacting the Presiding Director, or if he/she is not available, the Assistant Presiding Director, and explaining the reason for same. Such request will be considered and granted or denied in such Director's sole discretion, based on the urgency of the matter, and the proximity of the next regularly scheduled Board meeting. If such meeting is to be held, the time, date and place will be fixed by the Presiding or Assistant Presiding Director.

Section 5: There shall be meetings of the membership each month to conduct Corporation business, present music performances, and for related activities, which shall be announced in advance. Announcements of future events and other Corporation activities or business may be made. However, unless an election or a special membership meeting is scheduled for such date, no other Corporation business will be discussed or conducted, except as follows:

(a) Any member may raise any matter on which the general membership is entitled to vote, for discussion and/or vote, at every odd numbered monthly meeting, or the annual or any special meeting, if such matter has been presented in writing to the Board at least thirty days in advance. There shall be a strict limit of three minutes for each member wishing to address such matter at the meeting, and an aggregate limit of thirty minutes for such discussion. There shall be a limit of three such matters raised for discussion and/or vote at any such meeting. Any matters sought to be raised beyond such number will be heard first, at the next odd-numbered monthly meeting, annual, or special meeting, whichever occurs next.

(b) The Director presiding at such event shall in his/her discretion allow any other Corporation business to be discussed or conducted, to the extent in his/her sole discretion may seem appropriate.

Section 6: Written notice of the time, date, place and subject matter(s) of any meeting of the general membership, and any adjourned meeting to be reconvened, shall be served by mail upon each member, not less than ten, nor more than thirty days prior to such meeting date. Unless a member has notified the Corporation in writing of a different mailing address, timely mailing such notice to the address of such member shown in the Corporation records, shall be deemed sufficient and legal notice. Such notice may be combined with other Corporation information in the same document, such as in the Newsletter.

Section 7: If a member(s) establishes that proper notice was not timely served, which caused such member(s) to be absent, the proceedings had at such meeting will not be invalidated by solely by reason thereof. Such member(s) shall have the burden of proof to show that a different result would have occurred, had such member(s) been present. As above stated, the general membership retains its rights under Article III, Section 2 (b) and (c) with respect to altering acts of the Board or general

membership, and removal of Directors.

Section 8: All general membership meetings and monthly gatherings shall be held in Brevard County, Florida, at a facility providing sufficient space, and reasonable amenities such as bathrooms, drinking water, seating, tables, sound amplification. To the extent possible, special general membership meetings shall be held at the same type of facility. The Presiding Director, and if not available, the Assistant Presiding Director, or the designee Director of either of them, shall preside at same. The Director so presiding shall determine the order in which Corporation business mentioned in the Notice shall be conducted, and have control over the manner of debate or discussion concerning same.

Article VIII (miscellaneous and general provisions)

Section 1: Any member who shall serve as an elected or appointed Director, or otherwise performs services on behalf of the Corporation, shall serve without compensation. However reasonable and necessary expenses actually incurred during such service, and documented to the Board, shall be reimbursed. Any anticipated expenses should be disclosed in advance to the Board, for discussion, limitation or other regulation and control of same. If such expenses are numerous or extend over time, periodic disclosure of same should be made to the Board.

Section 2: Any member who shall serve as an elected or appointed Director, or otherwise performs services for or on behalf of the Corporation, does hereby waive any and all claims of any nature against the Corporation, for any damages incurred during such service or performance of services.

Directors shall be free from any personal liability, for any act or omission of the Corporation, as to any member, or person or entity entering into any agreement with the Corporation, and any written contracts with third parties shall so state.

Section 3: All instruments for the payment or other disbursement of funds of the Corporation, shall be signed by the Presiding Director and the Director performing the function of Treasurer. If the Presiding Director is not available, the Assistant Presiding Director shall sign in his\her stead. If the Director performing as Treasurer is not available, any other Director designated by the Presiding or Assistant Presiding direct shall sign in his\her stead.

Section 4: The Presiding Director shall be the Registered Agent of the Corporation designated to accept service of process on the Corporation. The Registered Office at which service is to be made, shall be the Corporation's principal office, which is the residence of the current Presiding Director, unless another agent and/or principal address is furnished . Such registered agent shall notify the Secretary of State of the State of Florida of the name of such Registered Agent and Address, and any subsequent changes in same.

Section 5: Where employment or acceptance of public office, or a law, regulation or other mandate creates a bar or limitation on services a person is providing for the Corporation, such person or the Corporation shall immediately terminate such services and any contract for same. The Corporation and/or provider shall be under an affirmative obligation to disclose any such bar or limitation as soon as it becomes apparent. Any agreement for rendering of services to the Corporation shall contain an express provision, setting forth such mutual affirmative disclosure and cancellation obligation of both parties.

Article IX (compatibility, separability, etc.)

Section 1: These Bylaws shall be read in conjunction with the Articles of Incorporation. Where

ambiguity or doubt exists as to the superiority of the provisions of either, or provisions of either conflict with provisions of the other, an attempt will be made to reconcile the ambiguity, doubt or conflict. If same cannot be done, the provisions of the Bylaws shall have priority and precedence over the provisions of the Articles of Incorporation which shall be deemed amended accordingly.

Section 2: If any provision, part or term of these Bylaws of the Articles of Incorporation of this corporation are found to be illegal or unenforceable, by an authority having the legal authority to make such determination, such finding shall not affect the other provisions, parts or terms thereof, which shall instead continue in full force and effect.