BYLAWS
OF
ORANGE BLOSSOM BLUES SOCIETY, INC.
(a Florida Nonprofit Corporation)

ARTICLE 1
OFFICES

1.1 Principal Office and Other Offices. The principal office of the **ORANGE BLOSSOM BLUES SOCIETY** (the "Society") shall be located at such place within or outside the State of Florida (the "State") as the Board of Directors (the "Board") may from time to time designate. The Society may have other offices for the transaction of the affairs of the Society located at such other places both within and without the State as the Board may from time to time designate or as the business of the Society may require.

1.2 Registered Office and Agent. The Society shall have and continuously maintain in the State a registered office and have a registered agent, as required by law. Such office may, but need not, be identical with the principal office of the Society in the State of Florida. The Society may from time to time change its registered office or its registered agent, or both, by a resolution of the Board that adopts the change and authorizes the president or vice-president to execute and submit for filing with the Department of State a statement of change setting forth the information required by law. Any new registered agent designated by such statement shall acknowledge in writing such statement, and any new or successor registered agent shall simultaneously file with the Department of State a written statement, in the form and manner prescribed by law, accepting the appointment and stating the registered agent's familiarity with and acceptance of the obligations provided for under the laws of the State.

ARTICLE 2
PURPOSES

2.1 Purposes. The specific and primary purposes for which the Society is formed are to operate for the advancement of education and for other charitable purposes related to blues music, by the distribution of its funds for such purposes, and particularly to:

1. Preserve, cultivate, nurture and promote one of America's indigenous cultures, the Blues, and to support the blues in Central Florida and the State of Florida on all levels and in multiple venues;

2. Provide a forum for exchange of current blues news and events;

3. Increase awareness of and appreciation for the blues through educational efforts sanctioned by the Orange Blossom Blues Society, Inc; and,

4. Provide a network of association for Florida blues lovers.

ARTICLE 3
MEMBERSHIP

3.1 **Membership**. Membership in the Society shall be open to all individuals and business entities on a nondiscriminatory basis.

3.2 **Categories of Membership**. There shall be three (3) categories of membership in the Society:

1. Individual Members
2. Business Members
3. Founding Members

3.3 **Membership Dues**. All members must pay membership dues in the amounts and on the schedule as shall be as established from time-to-time by the Board of Directors. Payment of membership dues shall constitute active membership in good standing.

3.4 **Annual Membership Meeting**. The annual membership meeting of the Society shall be held in the month of November; the specific date, time and location of the annual meeting shall be determined annually by the Board of Directors. The Secretary shall cause to be mailed to every member in good standing at the member's address as it appears on the corporate records a notice stating the date, time and place of the annual meeting by first-class mail, addressed to the member at the address of record as provided in writing to the Secretary, and mailed not less than fifteen (15) business days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid and properly addressed.

3.5 **Special Membership Meetings**. The Board of Directors, the President, or ten (10) or more members may call special meetings of the membership. The Secretary shall cause to be mailed to every member in good standing at the member's address as it appears on the corporate records a notice stating the date, time and place of the special meeting by first-class mail, addressed to the member at the address of record as provided in writing to the Secretary, and mailed not less than fifteen (15) business days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid and properly addressed.

3.6 **Voting**. All active members in good standing shall have the right and be entitled to one (1) vote on all issues properly brought before the membership for vote. Business members shall have one (1) vote per entity member.

3.7 **Quorum**. Thirty-three percent (33%) of the voting membership present at any annual or special meeting shall constitute a quorum.

ARTICLE 4
BOARD OF DIRECTORS

4.1 **General Powers, Number and Initial Board of Directors.** The business and affairs of the Society shall be managed by its Board of Directors. The Board of Directors shall exercise all powers of the Society and perform all acts with respect to the Society that are lawful and not otherwise reserved for the membership by statute or these Bylaws. The number of Directors of the Society shall be nine (9), or as otherwise determined by the Board or Members from time to

time. The initial Board of Directors shall be as set forth in the Articles of Incorporation of the Society.

4.2 **Election of Directors.** Directors shall be elected at the annual meeting of Members by a plurality of the votes cast by the Members entitled to vote in the election.

4.3 **Qualifications.** Directors shall be eighteen (18) years of age or older and must be a Member of the Society.

4.4 **Term**. The initial Board of Directors Director shall hold office (a) until the first annual meeting of the Members and until a successor shall have been elected or (b) until his prior death, resignation or removal. Commencing with the election of the Board of Directors at the first annual meeting of the members and thereafter, Directors shall serve staggered terms with three (3) directors serving three year terms, three (3) Directors serving two year terms, and the remaining Directors serving one year terms.

4.5 **Resignation and Removal.** A Director may resign at any time by delivering a written notice of resignation to the Board of Directors or to the Secretary of the Society. Directors may be removed, with or without cause, at a special Members' meeting called with notice of that purpose, by a vote of the Members then entitled to vote provided the number of votes cast to remove said Director exceeds the number of votes cast not to remove him.

4.6 **Vacancies.** Any vacancy occurring in the Board, including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors, though the remaining Directors constitute less than a quorum of the Board; *provided, however,* if a vacancy is created by removal of a Director by action of the Members, then the Members shall have the right to fill such vacancy at the same meeting or any adjournment thereof, but in no event later than thirty (30) days from such action.

4.7 **Regular Meetings.** A regular meeting of the Board shall be held without other notice than this Bylaw immediately after the annual meeting of members, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of members which precedes it, or such other suitable place as may be announced at such meeting of members. The Board may provide, by resolution, the time and place, either within or without the State of Florida, for the holding of additional regular meetings without other notice than such resolution.

4.8 **Special Meetings.** Special meetings of the Board may be called by or at the request of the President, Secretary or any Director. The President or Secretary calling any special meeting of the Board may fix any place, either within or without the State, as the place for holding any special meeting of the Board called by them, and if no other place is fixed the place of the meeting shall be the principal business office of the Society in the State.

4.9 **Notice; Waiver.** Notice of each meeting of the Board shall be given to each Director (a) by e-mail, (b) by personal delivery, telegram or cablegram not less than fifteen (15) days before the meeting or (c) by first-class mail, addressed to the business address or such other address as the Director shall have designated in a writing filed with the secretary, and mailed not less than fifteen (15) business days before the meeting. If mailed, such notice shall be deemed to be delivered when

deposited in the United States mail with postage prepaid and properly addressed. If sent by e-mail, telegram or cablegram, such notice shall be deemed to be delivered when delivered or communicated to the telegraph or cablegram company. However, any notice to any Director required under these Bylaws or under any provision of law may be waived if such Director signs awaiver of notice at any time, either before or after the time of the meeting. If a Director has not been given notice as required under these Bylaws or under provisions of law, but the Director attends the meeting, the Director's attendance shall constitute a waiver of notice of such meeting and a waiver of all objections to the time and place of the meeting and the manner in which it was called or convened, *except, when* a Director states, at the beginning of such meeting, or promptly upon his arrival at the meeting, any objection to the transaction of business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in either the notice of or a waiver of notice of any regular or special meeting.

4.10 Quorum and Voting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, a majority of the number of Directors fixed as provided in Section 4.1 of these By-laws shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board if a quorum is present when the vote is taken, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

4.11 Adjournment. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of the adjourned meeting shall be given to each Director in accordance with Section 4.8 of these Bylaws, unless all of theDirectors of the full Board are present at the time of adjournment and the time and place of the adjourned meeting are announced at the time of the adjournment.

4.12 Action by Directors Without Meeting. Any action required or permitted to be taken at a meeting of the Board (or a committee thereof) may be taken without a meeting if all of the Directors sign one or more written consents describing the action so to be taken and such consent (or consents) is or are filed in the minutes of the proceedings of the Board. Such action by consent shall have the same effect as a unanimous vote at a duly called and noticed meeting of the Board, and may be described as such in any document. Action taken under this Section is effective when the last Director signs a consent describing the action, unless the Directors' consents specify a different effective date.

4.13 Presumption of Assent. A Director who is present at a meeting of the Board, or a committee thereof of which he is a member, at which action on any corporate matter is taken shall be deemed to have assented to the action taken unless the Director votes against such action, abstains from voting on the action, or objects at the beginning of the meeting (or promptly upon his arrival) to the holding of the meeting or to the transaction of specified business at the meeting.

4.14 Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board, may designate from among its members an Executive Committee. The Executive Committee shall have no less than five (5) members and shall serve at the pleasure of the Board of Directors. The specific duties of the Executive Committee shall be as determined by the Board of Directors.

4.15 **Compensation.** No member of the Board of Directors shall receive compensation for his or her services as a member of the Board of Directors.

ARTICLE 5
OFFICERS

5.1 **Number.** The Society shall have a President, such number of Vice Presidents as may be chosen by the Board, a Secretary, a Treasurer and such other officers and agents as the Board may, from time to time, determine necessary, each of whom shall be chosen by the Board. Any number of offices may be held by the same person.

5.2 **Appointment and Term of Office.** The initial officers of the Society shall be selected by the initial Board of Directors and shall serve until the first annual meeting of the Society. Thereafter, the officers shall be elected annually by the Board of Directors and each officer shall hold office until a successor shall have been duly chosen or until the officer's prior death, resignation or removal. The Board may, from time to time, appoint, or may authorize a duly appointed officer to appoint, such additional officers, assistant officers and agents as the Board may deem necessary.

5.3 **Resignation and Removal.** An officer may resign at any time by delivering notice to the Secretary of the Society. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Any officer or agent may be removed by the Board at any time, with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

5.4 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term.

5.6 **President**. The President shall be the chief executive officer of the Society, and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Society and perform such other duties as may be prescribed by the Board from time to time. The President shall preside over meetings of the Membership. The President shall be authorized to sign checks, drafts and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society, and statements and reports required to be filed with the state or federal agencies; and he shall be authorized to enter into any contract or agreement and to execute in the Society name, along with the Secretary, any instrument or other writing on behalf of the Society. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

5.7 **Vice President**. The Vice President shall act in an advisory capacity to the President and, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The Vice President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

5.8 **Treasurer.** The Treasurer shall have custody of the Society funds and shall keep accurate accounts of receipts and disbursements of the Society and shall deposit all monies and other valuables in the name and to the credit of the Society into depositories designated by the Board of Directors. He shall disburse the funds of the Society as the Board of Directors shall direct. The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

5.9 **Secretary**. The Secretary shall keep the minutes of all meetings of the Board of Directors and also the minutes of the meetings of the Members. The Secretary shall have custody of the Society corporate records, including the Corporate Seal, and shall have the power to affix attest the same to documents when duly authorized by the Board of Directors. The Secretary shall attend to the giving and serving of all notices of the Society (i.e., including, but not limited to, Board of Director meeting and Membership meeting notices), and shall have charge of such records. The Secretary shall maintain all Membership records. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

5.10 **Other Assistants and Acting Officers.** The Board, or an officer with the authorization of the Board, shall have the power to appoint any person to act as assistant to any officer, or as agent for the Society in his stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board shall have the power to perform all the duties of the office to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board.

5.11 **Sureties and Bonds**. In case the Board of Directors shall so require, any officer or agent of the Society shall execute to the Society a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of the duties to the Society and including responsibility for negligence and for the accounting of all property, funds or securities of the Corporation which may come into the officer's or agent's hands.

ARTICLE 6
CORPORATE SEAL

6.1 The Board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Society and the state of incorporation and the words, “Corporate Seal.”

ARTICLE 7
AMENDMENTS

7.1 **Board of Directors.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by action of the Board of Directors.

ARTICLE 8
MISCELLANEOUS

8.1 **Order of Meetings**. The order of all regular and special meetings as described herein shall follow Roberts Rules of Order.

8.2 **Fiscal Year**. The Board of Directors is authorized to fix the fiscal year of the Society and to change the same from time to time as it may deem appropriate.

CERTIFICATION

The undersigned hereby certifies this copy to be a true and accurate copy of the Bylaws of the ORANGE BLOSSOM BLUES SOCIETY, INC. as adopted by its Board of Directors as of the ____ day of _____, 2004.
By: _____

Amendment 1

Effective December, 3rd 2006

A vote was held and approved by the Board of Directors to change the number of Directors of the Society from nine (9) to five (5).

Resoloution

Effective July 10th, 2005

1.0 Board of Directors Attendance Requirements

Directors shall not miss more than three (3) Board of Directors meetings per year. Any Director who does so, shall at the Board's discretion be disqualified from office and may be replaced by the Board for the unexpired term of the Director.

Resoloution

Effective July 10th, 2005

1.1 Orange Blossom Blues Society Ethics and Grievance Policy

Orange Blossom Blues Society Board members and Officers will conduct themselves in a gracious, dignified, and honorable manner, reflecting their position on the Board when working with Members, Sponsors and other Board members.

A Board member or Officer of the OBBS may not suggest, request, or solicit gifts of any kind from a sponsor or potential sponsor of the OBBS; including but not limited to free meals, drinks, tickets, entry to festivals, etc. without written consent of the Board. A Board member or Officer, will at all times, maintain a level of public decorum reflecting his/her responsibilities as a representative of the OBBS, while attending Sponsor events or ABS sponsored events.

Board members are prohibited from using the influence of the OBBS for any personal gain or political influence. A Board member must abstain from any vote taken by the Board which will result in personal gain for that Board member.

Complaints received from Members, Sponsors or potential Sponsors regarding ethics violations or any general grievance regarding the conduct of the Board member or Officer will be investigated by a committee set up by the Board. This committee will investigate the complaint and suggest corrective action to be taken by the Board to resolve the issue.