

FOUR FRESHMEN SOCIETY, INCORPORATED

Corporate By-Laws

The FOUR FRESHMEN SOCIETY, INCORPORATED, a Not-for-Profit Corporation, has been established as an organization whereby enthusiasts and devotees of the FOUR FRESHMEN vocal group, and the unique sound identified with the group, may meet to exchange ideas and insights; to serve as a spokesperson for the genre and to educate the public on the entertainment contributions throughout the considerable history of this legendary group of jazz musicians.

ARTICLE I

Membership shall be open, without restriction, to any and all who meet the annual dues requirement and who support the philosophies consistent with the outlined objectives of the society, recognizing that the organization is primarily social in nature. The schedule of membership dues will be determined annually by the Corporate Board of Directors based upon the budgeted financial needs anticipated for the succeeding calendar year.

ARTICLE II

The Corporate Board of Directors, the numbers and terms of which shall be determined by a vote of the general membership, shall serve without compensation. Nominees for board positions will be determined by a nominating committee appointed by the Chairman. Founding board members will serve staggered terms of office of one, two and three years with replacement members to be elected at succeeding annual meetings for the following years. Each new member, so elected, will serve for a term of three years.

The Board of Directors will be the policy forming body of the corporation and will meet a minimum of once per year. A simple majority of board members will be required for the purposes of authority.

ARTICLE III

The officers and management staff may be selected from the Board of Directors or the membership at-large. The following is the initially established operating organization. Subsequent revisions to this organizational arrangement may be adopted by the Corporate Board of Directors from time to time.

Chairman of the Board, Chief Executive Officer
Vice-Chairman of the Board
President, Chief Operating Officer
Treasurer, Chief Financial Officer
Secretary
Vice Presidents, Departmental
(Music Mart, Data Base, Membership)

The Chairman, Vice-Chairman and President shall be elected from within the established Corporate Board of Directors. All other positions may be appointed by the Board of Directors or elected by the membership at-large based upon such nominees being prepared to devote sufficient time to the affairs of the Society. Any and all elections shall require only a simple majority; however, in the event of unscheduled vacancies, replacement(s) may be appointed by the President with the concurrence of the Board of Directors.

ARTICLE IV

The current group of TRUSTEE/ADVISORS may continue to serve in an advisory capacity to the Corporate Board of Directors and will continue to attend and participate in the annual management meetings.

ARTICLE V

The Chairman shall appoint a parliamentarian to serve only at the annual meetings. Roberts Rules of Order shall be in effect at such meetings.

Adopted: October 19, 2001

Attest: Donna Gallaway, Secretary

(Signed by D.G. 10/19/01)

David W. Bentley, Chairman

(Signed by D.B. 10/19/01)