

**AMENDED BYLAWS**

**OF**

**OCEAN SPRINGS CARNIVAL**

**ASSOCIATION, INC.**

**Ocean Springs Carnival Association,  
Inc.** 2598 Government Street Ocean Springs,  
Mississippi 39564 (228) 875-4487

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# AMENDED BYLAWS

OF

## OCEAN SPRINGS CARNIVAL ASSOCIATION, INC.

### PREAMBLE

This association is a Non-Profit Corporation organized and operated under the applicable laws of the State of Mississippi and the Mississippi Nonprofit Corporation Act (the "Act") codified at Miss. Code Ann. §§ 79-11-101 thru 79-11- 405, and established by the filings of Articles of Incorporation on January 30, 2009 with the Mississippi Secretary of State in accordance with Miss. Code Ann. § 79-11-137.

### ARTICLE 1: ORGANIZATION

**1.1 Purpose.** The purpose of this association shall be to sponsor one Annual Carnival Masquerade Ball and the Ocean Springs Night Parade during the Carnival Season and to sponsor any other event(s) of a social nature decided upon by the Officers, and Board of Directors, and to perform all acts necessary to carry out said purposes and not inconsistent with the Articles of Incorporation of the Corporation. This association is organized for nonprofit, tax exempt purposes and substantially all of its activities further charitable, philanthropic, religious, recreational, or other activities of similar purposes. This association does not discriminate against any person on the basis of race, color, or religion. This association is supported by membership dues, of which membership is limited, and any net earnings from such fees will not inure to the benefit of any person having a personal and private interest in the Corporation.

**1.2 Registered Agent & Office.** The corporation shall maintain a registered office in the State of Mississippi and a registered agent in accordance with requirements set out by Mississippi law and as required by the Mississippi Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Mississippi, and the address of the registered office and/or registered agent may be changed from time to time by the Board of Directors.

**1.3 Principal Office.** The principal office of the corporation in the State of Mississippi shall be located in the City of Ocean Springs, Jackson County, Mississippi. The corporation may have other offices, either within or outside of the State of Mississippi, as the Board of Directors may determine, or as the affairs of the corporation may require.

### ARTICLE 2: MEMBERS

**2.1 Classes of Members.** The corporation shall have three (3) classes of members. The designation of the classes and the qualifications and rights of the members of the classes shall be as follows:

i. Active Members: Members of the association for one (1) year.

ii. Associate Members: Members of the association for one (1) year, who will be accepted first for vacancies in the membership in the next year, upon proposal by a member of good standing.

iii. Life Members: Members of the association for fifteen (15) years.

Iv. Honorary Members: Non-Members chosen and voted into the membership for a remarkable feat. This membership is good for one year and includes a ticket to the ball and a spot on the float but does not include any voting rights. Limited to three per year.

**2.2 Election of Members.** Members shall be elected by the Board of Directors. An affirmative vote of 60% of the directors shall be required for election.

**2.3 Applications for Members.** Applicants must be at least twenty-one (21) years of age. Except in the initial election of members, all applicants for membership shall file with the secretary a written application in such forms as the Board of Directors shall from time to time determine. All applications for membership shall be presented promptly for consideration and investigation to the Board of Directors. A list of applications for membership shall from time to time be posted at the principal office of the corporation mailed to each member of the corporation. Not earlier than seven (7) days after a list of applications has been posted or mailed to members, the Board of Directors shall pass upon each application included in said list and either accept or reject it. After an applicant has been rejected, he may not make another application for membership within one year thereafter. The membership of this association shall be limited to one hundred and fifty (150) active members.

**2.4 Voting Rights.** Each member shall have one vote on each matter submitted to a vote of the members.

**2.5 Termination of Membership.** The Board of Directors, by affirmative vote of 80% of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a 80% vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period set out herein.

**2.6 Resignation.** Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges previously accrued and unpaid nor warrant a refund.

**2.7 Reinstatement.** Upon a written request signed by a former member and filed with the secretary, the Board of Directors may, by the affirmative vote of 60% of the members of the Board, reinstate the former member to membership upon such terms as the Board of directors may deem appropriate. Reinstatement shall be granted on a first-come basis of vacancies available at that time.

### **ARTICLE 3: MEETINGS OF MEMBERS**

**3.1 Annual Meeting.** An annual meeting of the members shall be held within 60 days after Fat Tuesday.

**3.2 Special Meetings.** Special meetings of the members may be called by the President or Board of Directors.

**3.3 Place of Meeting.** The Board of Directors may designate any place, either within or outside of the state of Mississippi, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Mississippi.

**3.4 Notice of Meetings.** Notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, e-mail, website, Group Me app, or social media platform not less than seven (7) nor more than thirty (30) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting.

**3.5 Order of Business at Annual Meeting.** The order of business at the annual meeting of the members shall be as follows:

- (a) Roll call

- (b) Reading of minutes of last preceding meeting
- (c) Report of president
- (d) Report of secretary
- (e) Report of treasurer
- (f) Transaction of other business mentioned in the notice

#### **ARTICLE 4: BOARD OF DIRECTORS**

**4.1 General Powers.** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Mississippi or members (shareholders) of the corporation.

**4.2 Number, Tenure, and Qualifications.** The number of directors shall be seven (7) President, Vice President, Treasurer, Secretary, Historian, two Directors. Each director shall hold office perpetually unless otherwise specified.

**4.3 Regular Board Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, within 10 days of the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or outside of the State of Mississippi, for the holding of additional regular meetings of the Board without other notice than the resolution.

**4.4 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The persons authorized to call special meetings of the Board may fix any place, either within or outside of the State of Mississippi, as the place for holding any special meeting of the Board called by them.

**4.5 Notice.** Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously by verbal or written notice.

**4.6 Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**4.7 Manner of Acting.** 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 of Directors, unless the act of a greater number is required by law or by these bylaws.

**4.8 Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors or if a Director voluntarily steps down, shall be filled by the Board of Directors.

**4.9 Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing contained here shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation.

**4.10 Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors.

## **ARTICLE 5: OFFICERS**

**5.1 Officers.** The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint the other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person. A member of the Board of Directors may also serve as an officer and is not limited to the number of offices that such members may hold.

**5.2 Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such a meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been elected and shall have qualified.



**5.3 Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served by removal of the officer, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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

**5.5 President.** The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

**5.6 Vice-President.** In the absence of the president or in event of the president's inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as may be assigned to him or her by the Board of Directors.

**5.7 Treasurer.** If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the Board of Directors.

**5.8 Secretary.** The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is

affixed to all documents, the execution of which on behalf of the corporation under its seal is authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties may be assigned by the Board of Directors.

**5.9 Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform the duties assigned to them by the treasurer or the secretary or the Board of Directors.

## ARTICLE 6: COMMITTEES & AGENTS

**6.1 Standing Committees.** The standing committees shall be the Ball committee and the Parade committee.

### **6.2 Composition.**

- (a) Captains (Agents) of all standing committees shall be appointed by the Board of Directors.
- (b) Committee members of all standing committees shall be appointed by the standing committee Captains (Agents).

### **6.3 Duties.**

- (a) The Ball committee shall organize all aspects of the Ball.
- (b) The Parade committee shall organize all aspects of the Parade.

**6.4 Other Committees.** Other committees, standing or special, shall be created as the association, shall from time to time, deem necessary to carry on the work of the association. The Captains (agents) shall be appointed by the Board of Directors.

**6.5 Ex-officio Membership.** The President shall be an ex-officio member of all committees.

## ARTICLE 7: BOOKS & RECORDS

**7.1 Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

**7.2 Checks, Drafts, and Orders.** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

**7.3 Deposits.** All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the Board of Directors may select.

**7.4 Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

## ARTICLE 8: MEMBERSHIP DUES

**8.1 Annual Dues.** The Board of Directors shall determine the amount of initiation fee, if any, and annual dues payable to the corporation by the members of each class. The annual membership dues for a single person shall be \$125. Life Members are exempt from membership dues. Officers and Board Members may be exempt from membership dues, at the discretion of the Board of Directors.

**8.2 Payment of Dues.** Dues shall be payable by the end of May.

**8.3 Default and Termination of Membership.** When any member of any class shall be in default in the payment of dues for a period of two (2) months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may be terminated by the Board of Directors. The Board of Directors may establish a grace period for payment of

dues before terminating a member's membership. After the due date, and the submittal of any waiver, a member from the previous year may be re-admitted upon payment of dues and an additional \$25 late fee, if a vacancy exists at the time of request. First time or new members shall be exempt from any late fee

## **ARTICLE 9: AMENDMENTS TO BYLAWS**

**9.1 Procedure.** These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular board meeting or at any special meeting, if at least seven (7) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

## **ARTICLE 10: MISCELLANEOUS**

**10.1 Fiscal Year.** The fiscal year of the corporation shall begin on the first day of May and end on the last day of April in each year.

**10.2 Seal.** The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the corporation and the words "Corporate Seal: Ocean Springs Carnival Association, Inc.".

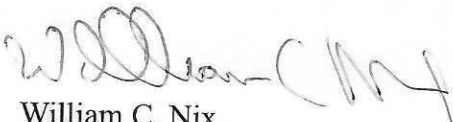
**10.3 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, captain or captains, of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**10.4 Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Mississippi Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

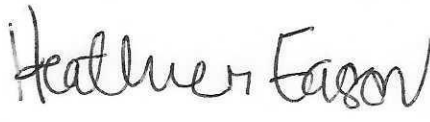
**ADOPTION**

We, the undersigned, are all of the persons named as Directors of the Association, and hereby consent to, and do adopt the foregoing Amended Bylaws, as the Bylaws of said Association which shall amend, replace, and supersede any previous bylaws, constitutions, or related instrument.


Dated: March 17th, 2020

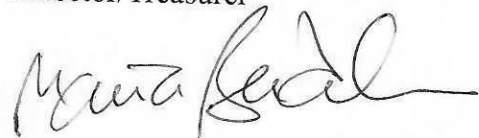
By :   
William C. Nix,  
Director/President


By :   
Amy Nix,  
Director

By :   
Heather Eason,  
Director/Vice-President

By :   
Chris Ball  
Director/Treasurer

By :   
Eddie Allen,  
Director

By :   
Maria Beidelman  
Director/ Secretary

By :   
Juleen Simms,  
Historian