

BY-LAWS
THE MID-SOUTH FEDERATION OF
THE THEOSOPHICAL SOCIETY IN AMERICA
(Adopted date)

Preamble

To promote the welfare of the Mid-South Federation of The Theosophical Society in America, we, its members do hereby adopt the following as the governing by-laws of the Federation.

ARTICLE I
Objects

Section I: To further the objects of The Theosophical Society (Adyar).

Section II: To promote and spread Theosophy, especially within the limits of the Federation by supporting member branches, study centers and members-at-large, by fostering mutual cooperation among our member organizations, and by such other activities as may from time to time be authorized by the Mid-South Board of Directors.

Section III. To cooperate with our Theosophical neighbors throughout the United States and beyond

ARTICLE II
Organization

The Theosophical Society in America is an integral part of the Theosophical Society founded in New York on November 17, 1875, by H. S. Olcott and H. P. Blavatsky, and incorporated at Madras, India, on April 3, 1905, and having its permanent headquarters at Adyar, Madras, India. It is an autonomous body composed of its members. This Federation is a geographically defined subset of The Theosophical Society in America and is subject to its charter and by-laws. The Theosophical Society in America has its headquarters at Wheaton, Illinois, and is incorporated under the laws of the state of Illinois.

ARTICLE III
Officers

The Board of Directors of the Mid-South Federation shall include a President, Treasurer, Secretary and two additional members. When possible, one of the additional members shall be the immediate past President.

ARTICLE IV Duties and Powers

Section I. The President shall perform the duties that usually devolve upon the executive officer of a society. He or she shall:

- (a) Have the power to fill any vacancies of officers, subject to confirmation by a majority vote of the Board of Directors, and to appoint any committees authorized by action of members or by the Board of Directors;
- (b) Chair the Board of Directors meetings;
- (c) Sign and execute such documents as may be required and first authorized by the Federation membership or Board;
- (d) Require of all officers and committees such reports as deemed proper by the Federation Board. The President shall make annual reports to the Federation of its affairs;
- (e) Be included in all communication between the members of the Board on Mid-South affairs;
- (f) Be responsible for official communication with National Headquarters.

Section II. The Treasurer shall record all Federation financial transactions, collect dues, if levied, and receive other monies, disburse the Federation funds as directed by the Board of Directors or by direct majority of the members of the Federation, and keep proper records of all funds received and disbursed.

Section III. The Secretary shall record all formal meetings of the Board, produce minutes of annual Federation business meetings, carry on such correspondence as may be necessary for the business of the Federation, be responsible for sending minutes and newsletter information to National Headquarters of the Theosophical Society, and perform such other secretarial duties as may be delegated by the Board of Directors. The two additional Board members shall support the Secretary in fulfillment of these duties.

Section IV. The Mid -South Federation Board of Directors shall be composed of five members: the current President, Vice President, Secretary, Treasurer, and when possible, the immediate past President. Otherwise the fifth member shall be elected from the membership at large. The Board shall manage the business and assets of the Federation. A majority of the board shall constitute a quorum for the transaction of business, provided that the President, or past President is present, the president may designate another board member for this purpose during the President's absence, if there is no Immediate Past President on the board.

ARTICLE V Election of Officers

Section I. The election of officers shall be held every three years at the annual Federation meeting. Members who are unable to attend the meeting may designate another member of the Federation to vote on their behalf with a signed proxy statement which must be delivered to the Board Secretary on or before the election. Nominations for officers may come from the Board,

attending members or from the written proxy statements. Persons nominated must accept or decline nomination either in person prior to the vote, or in a sealed envelope received by the Secretary before the election. The nominee receiving the largest number of votes cast shall be declared elected.

Section II. Officers shall hold office for a period of three years, not to exceed two terms. In the event a Board member is unable to complete a full term, the President may appoint a member of the federation to complete the unexpired term.

Section III. Eligibility: To be eligible to serve as officers, individuals must be members in good standing of The Theosophical Society in America, must have been members of The Theosophical Society for at least three (3) years, and must reside within the geographical limits of the Federation. It is preferred that the President, Secretary and Treasurer each be from a different location in order to best represent the membership.

ARTICLE VI Membership

Section I. The Mid-South Federation shall be composed of those branch and study center members and members-at-large of the Theosophical Society in America located within the geographical limits of the states of Kentucky, Tennessee, Virginia, North Carolina, South Carolina, Georgia, and Alabama, indicating their desire to be associated with the Federation and paying the Federation dues if dues are hereinafter established.

Section II. Federation members shall incur no individual liability for any action of the Federation.

ARTICLE VII Dues

Dues may be assessed if approved by a vote of the membership, at an amount and in the manner determined by the membership.

ARTICLE VIII Meetings

Section I. The Mid-South Federation shall hold at least one meeting annually, preferably in the spring. The Chairperson of the Business meeting shall be the President or in the President's absence, the Past President. The President, in consultation with the Board, shall set the date and location for the meeting.

Section II. Additional Federation meetings may be held for the furtherance of the Federation work at the discretion of the Board of Directors.

Section III. The ongoing business of the Federation shall normally be transacted by the Board by correspondence. A meeting of the Board should be held prior to the annual meeting at which

election of officers takes place. Additional Board meetings may be called by the President, or by written request of two Board members. Written notice of such meeting shall have been furnished to all members of the Board at least ten (10) days prior to the date the meeting is to be held.

ARTICLE IX
Amendments

These by-laws may be amended at any annual Federation meeting by a majority vote of the members present, including proxies, provided that (1) The proposed amendment has been presented at the preceding annual meeting, and (2) A copy of the amendment has been published in a Federation newsletter and has been furnished to each of the member branches and study centers of the Federation at least thirty (30) days prior to the date of the meeting at which the final vote is to be taken.

ARTICLE X
Rules of Order

In all cases of procedure not covered by these by-laws, Roberts' Rules of Order shall govern all meetings. Ad hoc deliberations may take place in an informal way. However, failure to reach consensus shall be resolved by majority vote in accordance with Robert's Rules. Such votes shall be recorded and reported to the membership at the next annual meeting.

ARTICLE XI
Dissolution

If, at any time, this Federation shall be dissolved through action of its membership or lapse into inactivity for a period in excess of two years, the assets of the Federation shall revert to the Theosophical Society in America at Wheaton, Illinois.

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Approved and passed by the membership on _____ (date).

President

Treasurer

Secretary