

BYLAWS
MID-SOUTH FEDERATION OF
THE THEOSOPHICAL SOCIETY IN AMERICA
(Date of adoption to be inserted here)

Preamble

To fulfill the purpose and mission of the Mid-South Federation of The Theosophical Society in America (henceforth, the “Federation”), we, its members do hereby adopt the following as the governing bylaws.

ARTICLE I
Objects

Section I: To advance the objects of The Theosophical Society.

Section II: To promote Theosophy, especially within the geographic range of the Federation by holding regional conferences, by supporting its constituent members, lodges, and study centers, and by other activities as authorized by the Board of Directors of the Federation (henceforth, the “Board”).

Section III. To collaborate with Theosophists and Theosophical organizations beyond our geographical range to promote mutual interests.

ARTICLE II
Organization

The Federation is a geographically defined and integrated subset of the Theosophical Society in America (TSA) and is subject to the TSA’s charter and bylaws. The TSA has its headquarters at Wheaton, Illinois, and is incorporated under the laws of the state of Illinois. The TSA is an autonomous body composed of its members and is an affiliate of the Theosophical Society, an international membership organization founded in New York on November 17, 1875 with its permanent headquarters at Adyar, Chennai, India.

ARTICLE III
Directors

The Board shall include a President, Treasurer, Secretary and at least two additional Directors, including the immediate Past President if available.

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 or Directors, subject to confirmation by a majority vote of the Board, and to appoint any committees authorized by action of members or by the Board;
- (b) chair the meeting of the Board;
- (c) sign and execute such documents as may be required and first authorized by the Federation membership or the Board;
- (d) require of all Directors and committees such reports as deemed proper by the Federation membership and Board. The President shall make annual reports to the Federation of its affairs;
- (e) be included in all communication among the Directors on Federation affairs;
- (f) be responsible for official communication with National Headquarters;
- (g) appoint the Past President or another Director to chair meetings from which the president is absent.

Section II. The Treasurer shall record all Federation financial transactions, receive monies, disburse Federation funds as directed by the Board 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 official 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, and perform such other secretarial duties as may be delegated by the Board.

Section IV. All Directors, acting as the Board, shall manage the business and assets of the Federation. A majority of the Directors shall constitute a quorum for the transaction of business of the Board provided that the President or his/her designee is present.

ARTICLE V Election of Directors

Section I. The election of Directors shall be held every two years at the annual Federation meeting. A nominating committee shall be appointed and announced at the annual Federation meeting a year before the scheduled elections. At least three months before the annual elections, this nominating committee shall present to the Board a recommended full slate of candidates who have agreed to serve. During elections at the annual meeting, nominations may come from the floor provided that the nominee has agreed to serve. The nominee receiving the largest

number of votes cast by the Federation members present at that meeting shall be declared elected.

Section II. Directors, including the officers, shall hold office for a period of two years, not to exceed two consecutive terms. However, in order to simplify banking requirements, the treasurer's term may be for a longer period of time with the Board's approval. In the event a Director 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 Directors, individuals must be members in good standing of The Theosophical Society in America, must have been members of The Theosophical Society for at least two years, and preferably reside within the geographical limits of the Federation.

ARTICLE VI Membership

Section I. All members of the TSA who reside in the geographic range of the Federation are recognized as members of the Federation, unless they specifically declare otherwise. The geographic range of the Federation consists of Kentucky, Tennessee, Virginia, West Virginia, the District of Columbia, North Carolina, South Carolina, Georgia, Alabama, and northern Florida.

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

ARTICLE VII Meetings

Section I. The Federation shall hold at least one meeting annually, preferably in the spring. The President, in consultation with the Board, may set the date and location for the meeting.

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

Section III. The ongoing business of the Federation shall be transacted by the Board remotely or in person. Additional Board meetings may be initiated by the President on an "as needed" basis.

ARTICLE VIII Amendments

These bylaws may be amended at any annual Federation meeting by a majority vote of the members present. The proposed amendment will have been approved by the Board and a copy made available to members of the Federation at least thirty days prior to the date of the annual meeting.

ARTICLE IX Rules of Order

Roberts' Rules of Order shall govern meetings. Ad hoc deliberations of the Board may take place in an informal way. However, failure to reach consensus shall be resolved by majority vote of the Board in accordance with Robert's Rules. Such votes shall be recorded and reported to the membership at the next annual meeting.

ARTICLE X Dissolution

If, at any time, this Federation shall be dissolved through action of its membership or lapse into inactivity for a period exceeding 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 (date).

President

Treasurer

Secretary