

BYLAWS OF EUGENE SWING DANCE CLUB

[Last Revised December, 2003]

ARTICLE 1. NAME

Section 1.01 The name of this organization will be Eugene Swing Dance Club, and is hereinafter referred to as "ESDC".

ARTICLE 2. PURPOSE

Section 2.01 ESDC's purpose is to promote West Coast Swing dancing and complementary dancing and to enrich the Eugene dance community by:

- (a) Providing a forum where club and community members can regularly meet to learn, practice, develop, foster and otherwise enjoy social West Coast Swing and complementary dancing.
- (b) Conducting classes to teach West Coast Swing dancing, offering lessons at a variety of clearly defined levels, and encouraging participation by dancers of all age groups.
- (c) Promoting the interest, support, and involvement of club and community members in social West Coast Swing and complementary dancing, to increase membership and maintain and expand the participation of club and community members.
- (d) Providing dances, functions, events and meetings on a regularly scheduled basis.
- (e) Taking a leadership role in joining with other Eugene dance clubs in exchanging ideas, information and schedules to maximize dancing opportunities.

ARTICLE 3. ELECTED OFFICERS AND BOARD OF DIRECTORS

Section 3.01 ESDC's Board of Directors shall have at least five (5) officers and any number of

general directors. The Officers of the Board of Directors shall include the President, the Vice President, the Secretary, the Treasurer, and those offices deemed essential by the board for the continued function of ESDC. Officers of the Board of Directors shall serve on the Executive Committee as required by section 4.06 of these Bylaws.

Section 3.02 Except in cases where executive action as described in section 4.06 of these Bylaws is required, the Board of Directors shall be the governing body of ESDC and shall be responsible for all of its functions.

Section 3.03 Officers of the Board of Directors shall be elected at the Annual Membership Meeting to be conducted in the last quarter of each calendar year. General Directors may also be elected at this time or may be appointed by unanimous vote of a quorum of the Board of Directors at any regular meeting.

Section 3.04 No member shall hold more than one Office at a time, however any member appointed by the President may perform the duties of a vacant Office until a regular Officer is appointed.

Section 3.05 The term of office will be for one year and will be concurrent with the calendar year (January 1 – December 31), or until resignation, removal, dismissal, incapacitation or death.

Section 3.06 Eligibility for positions on the Board of Directors will be:

- (a) A member of at least 18 years of age.
- (b) However, no person may run for the office of President unless that person has been a Member for at least two consecutive years immediately prior to the time that person is to take office, and

has served on the Board of Directors for one year.

- (c) A person shall not serve as President more than two consecutive terms. However, after an absence from the office for two or more years, that person becomes eligible to run again for the office of President.

ARTICLE 4. DUTIES OF THE BOARD OF DIRECTORS, ELECTED OFFICERS AND GENERAL DIRECTORS

Section 4.01 Board of Directors

- (a) Shall conduct all regular business of ESDC between General Membership Meetings.
- (b) Shall comply with all provisions of these Bylaws.
- (c) Shall approve budgets, as required.
- (d) Shall mediate grievances as provided by these Bylaws.
- (e) Shall enact directives, rules and procedures as needed in order to implement the provisions of these Bylaws.
- (f) Shall set the amount of annual membership dues.

Section 4.02 President: (officer)

- (a) Shall preside over all ESDC official meetings, functions and events. The President may delegate this duty to another Board member.
- (b) Shall direct all ESDC activities in accordance with these bylaws.
- (c) Shall make all business announcements at all ESDC meetings and functions, or authorize other Board Members to do so.

- (d) Shall appoint such committees as deemed necessary, with Board approval, and become an ex-officio member of such committees.
- (e) Shall represent and speak on behalf of ESDC to other organizations and to the public. The President may delegate this duty to another Board member or other member in good standing with Board approval.

Section 4.03 Vice-president: (officer)

- (a) Shall perform the duties of the President in his/her absence.
- (b) Shall perform other duties as directed by the President.

Section 4.04 Secretary: (officer)

- (a) Shall be responsible for recording the minutes of all ESDC and Board of Directors meetings and maintain the file of the same.
- (b) Shall maintain and keep current, all records and forms describing ESDC structure and/or necessary to its function, including but not limited to:
 1. these bylaws
 2. roster of the Board of Directors
 3. the list of ESDC members
 4. the financial reports
 5. the list of all club officers and their duties as defined by the board of directors
 6. the list of all committees and their members and the duties of same as defined by the board of directors.
 7. the member application form
- (c) Shall be responsible for all correspondences on behalf of ESDC.
- (d) Shall be responsible for maintaining all necessary forms and files applicable to the non-profit, tax-exempt status of

ESDC with all county, state and federal agencies.

- (e) Shall perform the duties of the President in case of the absence of both the President and the Vice-president.

Section 4.05 Treasurer: (officer)

- (a) Shall account for all financial transactions of ESDC, keep complete financial records, and prepare and present a Treasurer's report to the Board of Directors or President upon request.
- (b) Shall present a financial statement to the Board of Directors at all Board meetings, and at the close of the fiscal year.
- (c) Shall receive and bank all funds of ESDC and approve the appointment of persons collecting money for ESDC.
- (d) Shall be responsible for ensuring that all tax reports and other financial reports are properly prepared and filed.
- (e) Shall be the signatory of all checks. Additionally, there shall be two (2) authorized signatories as approved by the Board of Directors, and to be accepted or exercised only in the absence of the Treasurer, or as otherwise required.
- (f) Shall, with the assistance of a Budget Committee, prepare and submit an annual budget to the Board of Directors for approval by the last meeting of the fiscal year.
- (g) Shall keep and manage an accurate chronological record of the status of all Members and memberships, ensuring accuracy at all times.
- (h) Shall maintain a current mailing list of all Members of ESDC.
- (i) Shall provide a statement to each Member by December 1st that dues are

due by January 1st of the following year. A grace period of one month after the due date will be allowed.

- (j) Shall issue all membership correspondence as necessary.
- (k) Shall provide an updated membership list to any member of the Board of Directors as needed.

Section 4.06 Executive Action

- (a) In the event of non-emergency situations that require immediate action by the board, such action may be decided by a simple majority of the board members, as polled by telephone, email, personal contact or any other reasonable means as approved by the president or highest ranking available officer. Such action shall be ratified and entered into the minutes at the next regular board meeting.
- (b) An Emergency situation shall be defined as one that affects at least 25% of the financial resources of the club and falls within the responsibilities of more than one committee or board member.
- (c) The board of directors shall make emergency decisions whenever possible, either in a regular session or one called for that express purpose.
- (d) When it is not possible to assemble a quorum of the full board for an emergency decision and in the opinion of the President immediate action is required, the Executive Committee shall have authority to conduct the required business of ESDC.
- (e) The Executive Committee shall consist of the Officers of the Board of Directors.
- (f) The Executive Committee shall conduct its deliberations either in person in a meeting called by the President, or by the President's presentation of the issue

to each officer individually by some other form of communication and receipt of input and vote from the officers by the same means of communication.

- (g) A quorum of the Executive Committee shall be three (3) ESDC officers.

ARTICLE 5. STANDING COMMITTEES

Section 5.01 Standing Committees shall be formed by the Board of Directors from the general Membership of ESDC, as required by ESDC. The president and the committee chair shall determine the number of Members of each committee, and membership in the committee may be formal and consistent, or informal and inconsistent, according to the needs of the situation. Members may volunteer or be appointed by the President or Committee Chair, with the President's approval. The following Standing Committees are required to fulfill the Purpose of ESDC as set forth in Article 2.

Section 5.02 Dance & Event Committee

- (a) Shall coordinate all persons and/or committees involved in the execution of all ESDC dances and events.
- (b) Shall submit to the Board of Directors for approval a schedule for all ESDC dances and events.
- (c) The schedule shall include dance locations, dates, special performances or demonstrations, DJ's, instructors (if applicable), and other special events to be held at the dance or event, and the schedule shall include a budget for each dance or event.
- (d) The schedule shall be submitted in a timely manner.
- (e) Shall be responsible for all of the activities required to implement the scheduled dances and events.

- (f) Shall submit a final report to the Board of Directors within a reasonable time after each dance or event.

Section 5.03 Marketing and Promotions Committee:

- (a) Shall be responsible for the promotion of ESDC's goals and objectives throughout the dance community.

Section 5.04 Newsletter Committee

- (a) Shall be responsible for the publication of ESDC's newsletter. This will include preparation, printing and distribution of an informative and accurate document.
- (b) Shall be responsible for maintaining the written and photographic record of events and activities of ESDC and its history.

ARTICLE 6. ELECTION OF OFFICERS AND DIRECTORS

Section 6.01 All Officers and Directors shall be elected at the Annual Membership Meeting. Voting will be done with one vote per Member and write-in candidates will be allowed. A ballot-by-mail will be permitted, at the discretion of the Board of Directors and the Tellers' Committee. Elections will be decided by a simple majority of all votes cast.

Section 6.02 The term of office will be for one year and will be concurrent with the calendar year (January 1—December 31), or until resignation, removal, dismissal, incapacitation or death.

Section 6.03 The President shall appoint a Chairman of a Tellers Committee no later than two months immediately preceding the Annual Membership Meeting. The Tellers Committee Chairman may select other club Members to serve on that Committee, as he or she deems necessary. The Tellers Committee shall:

- (a) Be responsible for presenting the duties and responsibilities of the elected offices to the Membership.
- (b) Be responsible for encouraging Members to participate in annual elections.
- (c) Verify the eligibility of all nominees.
- (d) Present the list of board nominees to the Membership at or prior to the Annual Membership Meeting.
- (e) Call for nominations from the floor.
- (f) Call for a vote in all contested races.
- (g) Be responsible for collecting and tabulating all votes.
- (i) Present the Tellers' Committee Report to the President .

Section 6.04 Each Member shall be entitled to one vote.

Section 6.05 A quorum of the membership shall be those members in attendance at any regular annual meeting.

Section 6.06 Members shall be notified of the date of the annual membership meeting at least 30 days in advance of that meeting. Notification shall be in the form of a notice placed in the clubs' newsletter. The board's recommended slate of officers shall be included in that notice.

Section 6.07 Upon receipt of the Tellers' Committee Report, the President will read the results of the election at the Annual Membership Meeting. Tellers' Committee reports and ballots shall be passed to the Secretary and held in record for one year.

Section 6.08 Vacancies occurring within the Board of Directors shall by appointment of the President, and with the simple majority approval of the Board of Directors present at the meeting; a quorum is required The newly appointed

board member will hold this office until the end of the current term.

Section 6.09 In the event of a vacancy in the office of President, the Vice-President shall assume the office and appoint his/her replacement, and the Board of Directors shall confirm this appointment by a simple majority vote of those Board Members present; a quorum is required. Any person assuming office will hold that position until the end of the current term.

ARTICLE 7. MEMBERSHIP

Section 7.01 Any person who is interested in West Coast Swing dancing may be a Member of ESDC.

Section 7.02 Members must abide by all rules and bylaws of ESDC.

Section 7.03 Membership in ESDC shall be non-assessable, non-transferable and non-assignable. No person shall hold more than one Membership in ESDC at a time.

Section 7.04 Prospective members shall submit a completed Membership application, along with payment of the appropriate dues, to the Treasurer Upon acceptance of the application and dues, the "prospective member" becomes a "Member" of ESDC and shall remain so as long as dues are current and their Membership has not been revoked.

Section 7.05 Any Member who does not renew his/her Membership by January 1st is considered past due. However a one (1) month grace period will be allowed before a member loses his/her privileges. If a member rejoins February 1st or thereafter, he/she is considered a "new" member effective on the date of acceptance of the member's application and dues. The new member may retain his/her old Membership number if he/she renews within the current year, but this is a courtesy and does not reflect continuous Membership, nor does it ensure eligibility to run for office. Any loss of Membership due to unusual circumstances or at no fault of the member shall be brought before

the Board of Directors for approval at their next meeting.

Section 7.06 Membership dues are for the calendar year (January 1—December 31) and will be due with the member's application and on January 1st of each succeeding year, with a one (1) month grace period before the member loses his/her privileges. The Chair of the Membership Committee can offer a prorated dues schedule for a partial year membership with the majority consent of the board.

Section 7.07 The Board of Directors may revoke any Membership of any ESDC member for inappropriate behavior, and upon showing good cause, by implementation of the following procedures:

- (a) Written notification to the Member of such behavior.
- (b) A two-thirds-majority vote of the Board of Directors if such behavior does not improve. Any such member shall have the right to appear before the Board of Directors. The Treasurer shall be directed to refund the prorated dues of any person whose Membership has been revoked.

Section 7.08. Any person whose Membership has been revoked will be denied admittance to any ESDC functions or future Membership in ESDC for a period of time as determined by the Board of Directors.

ARTICLE 8. ADMISSIONS

Section 8.01 The Board of Directors shall determine admission charges to ESDC dances and events.

Section 8.02 All Members, including officers and directors, and all guests shall pay an established admission charge to all ESDC functions, as set by the Board of Directors, except that the Board of Directors may authorize a limited number of free promotional tickets for selected guests or groups or club volunteers.

ARTICLE 9. MEETINGS

Section 9.01 Regular meetings of the Board of Directors shall be held monthly unless a different frequency is selected by vote of the Board of Directors, at times and locations designated by the Board of Directors. The general Membership shall be notified in advance of the regularly scheduled Board of Directors' meetings.

Section 9.02 The President or the Secretary shall notify all Board Members of the time and location of all meetings.

Section 9.03 The President may call special meetings, at a reasonable time and location of his/her choosing, provided seven (7) days advance notice has been made to the Members of the Board of Directors.

Section 9.04 A quorum of one-half plus one of the Members of the Board of Directors shall be required to conduct any ESDC business.

Section 9.05 All ESDC meetings shall be conducted in accordance with Robert's Rules of Order, Newly Revised (RONR).

Section 9.06 The Annual Meeting of ESDC Members shall be held at a convenient time and location as determined by the Board of Directors. The meeting shall be for the purpose of conducting elections of the Board of Directors and for conducting any other business the general Membership may bring before the Board of Directors.

Section 9.07 All Board of Directors meetings may be attended by any Member of ESDC; however, only Members of the Board of Directors may make motions, second motions, or vote on motions.

ARTICLE 10. AMENDMENTS AND REVISIONS

Section 10.01 Any member of ESDC may propose an amendment or revision to the bylaws.

Section 10.02 Any member of the Board of Directors may propose an amendment or revision to the bylaws.

Section 10.03 The Board of Directors shall consider all proposed amendments or revisions.

Section 10.04 Any proposed amendment or revision to the bylaws must be approved by a simple majority vote of the Board of Directors; it must then be accepted by a simple majority vote of the Members present at the next scheduled Membership meeting.

ARTICLE 11. GRIEVANCES

Section 11.01 Any grievance must be submitted to the President in writing. The President shall present the grievance to the Board of Directors at the next regularly scheduled Board meeting for consideration.

Section 11.02 If the President deems the matter urgent, or if the grievance is submitted by petition of at least 25% of the Members, a special meeting of the Board of Directors will be called. Any special meeting should be scheduled so that all parties involved may attend and notice has been given at least seven (7) days in advance.

Section 11.03 All parties involved in said grievance should make every effort to attend the meeting at which the grievance will be considered.

ARTICLE 12. COMPENSATION OR RECOMPENSE

Section 12.01 ESDC is a not-for-profit organization.

Section 12.02 All ESDC Board Members and Officers shall perform the duties of their office without compensation. Such services are voluntary and in no way obligate ESDC

Section 12.03 Members may be reimbursed for incidental expenses incurred in the performance of their services, subject to the approval of the Board of Directors and where such expenses

were incurred exclusively on ESDC's behalf and interest.

Section 12.04 If the reimbursement for services or expenses is to a member of the Board of Directors, that member shall not be allowed to vote on its approval.

Section 12.05 Upon dissolution of ESDC, any assets remaining shall be donated to a worthy cause selected by the Board of Directors at their last official meeting. Any non-cash assets may be donated directly, or may be sold and the proceeds donated to the selected worthy cause. This cause may be a charity or another club in the Eugene-Springfield dance community

ARTICLE 13. MISCELLANEOUS PROVISIONS

Section 13.01 If any of the above articles are found to be illegal or incorrect, it shall not invalidate or affect any of the remaining articles.

Section 13.02 Directives, rules and procedures enacted by the Board of Directors on behalf of ESDC shall carry the same weight as these bylaws and be superceded only by these bylaws or subsequent change by the Board of Directors.