

BY-LAWS  
OF THE  
COTTONWOOD ROADRUNNERS SQUARE & ROUND DANCE CLUB, INC.

ARTICLE I – Name

This organization shall be known as the Cottonwood Roadrunners Square & Round Dance Club, Inc. The Club colors are red and white.

ARTICLE II – Purpose and Objectives

Section 1. IRC 501(c)3 Purposes

The corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2. SPECIFIC PURPOSES AND OBJECTIVES

The Club exists for the purpose of education and to encourage and promote interest in square dancing by holding square dances, festivals, practice sessions, lessons, and demonstrations. The Club members shall be encouraged to cooperate with the community in any activities pertaining to square dancing by attendance and/or official representation. To solicit funds from the public in order to carry-out the Purposes and Objectives or this Article.

## ARTICLE III – Membership

### Section 1.

Membership in this Club shall be open to any person who has completed a mainstream course in square dancing and who is interested in upholding the objectives of the organization and upon payment of dues. He should, also, be willing to maintain proper dress, proper etiquette, and practice good social behavior.

### Section 2.

Club Caller/Cuer and spouses shall be honorary members of the Club and are exempt from dues and have no voting or office holding privileges.

## ARTICLE IV - Management

The Board of Directors of the Club shall be responsible for the complete management of the affairs of the Club and shall carry out and enforce all the objectives for which it is organized according to these by-laws and the vote of the membership.

## ARTICLE V – Board of Directors

### Section 1.

The affairs of this organization shall be conducted by a Board of Directors consisting of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Treasurer, Secretary and the Immediate Past President.

### Section 2.

The Board of Directors shall appoint a Webmaster who shall be a non-voting member of the Board of Directors and perform the duties as outlined in Article VII Section 7.

### Section 3.

Board of Director meetings shall be called by the President as necessary. Any member of the Board of Directors may request the President to call a Board of Directors meeting.

### Section 4.

A majority vote of all Officers and directors present at any regularly scheduled Board of Directors meeting shall determine any action to be taken by the Club. Each person shall have one vote.

### Section 5.

The Board of directors shall direct and control the annual Festival which is under the supervision of the 1<sup>st</sup> Vice President.

### Section 6.

The Board of Directors has no power to alter, adopt, rescind, or nullify any part of the By-Laws.

### Section 7. Policies and Procedures Manual.

The Policies and Procedures Manual contains policies and procedures approved by the Board of Directors which are not in the constitution or By-Laws. All are subject to change or deletion on the action of the Board of Directors. A majority vote of the members present will ratify such changes.

## ARTICLE VI- Officers

### Section 1. Officers.

The Officers of the Club shall include a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, Secretary, and the Immediate Past President.

### Section 2. Elections.

The Officers shall be elected annually in the month of February.

- a. A majority vote of qualified members (as defined in Article X, Section 5) in attendance determines the election of Officers.
- b. In addition to the slate of nominees presented by the nominating committee, nominations from the floor shall be requested.
- c. Officers shall assume their duties on June 1<sup>st</sup> and serve for a term of one year. There is no limit of the number of terms an Officer may serve.
- d. Only members whose dues are not in arrears shall be eligible to hold office.
- e. A nominee for any office must be a member in good standing and be 18 years of age or older.
- f. Voting for Club Officers shall be by secret ballot when there are two (2) or more nominations for an office.

### Section 3. Vacancies

- a. A vacancy occurring in an office shall be appointed by the Board of Directors. The appointee shall hold that position for the remainder of the unexpired term.
- b. Types of Vacancies:
  1. A written resignation submitted to the President of the Club.
  2. Disciplinary action instituted in accordance with the removal procedure in section 4.
  3. Death.
  4. President's resignation shall be submitted to the Recording Secretary.
- c. A vacancy in the President's office shall be filled by the Vice-President in order of their titles. If this is not possible, a special meeting of the Board of Directors may be called to appoint a President and any other vacated offices.

### Section 4. Suspension/Removal

- a. The Board of Directors shall, by 2/3 vote, have the power to suspend or expel a Club Officer for malfeasance in office.
- b. When in the judgment of the Board of Directors that any Officer of the Club is unable through disability or prolonged illness to perform the duties of their office, the Board of Directors may, by 2 / 3 vote, declare the office vacated.

- c. If any Officer shall miss three (3) consecutive Board of Directors meetings without prior notice to the Board of Directors, that office shall be declared vacant.

## ARTICLE VII - Duties of Officers

### Section 1. Duties of the President

- a. He shall preside at all meetings.
- b. Accept, unless otherwise provided in the By-Laws, motions requesting a special committee.
- b. Sign checks in the absence of the Treasurer.
- c. Shall call Board of Directors meetings as necessary.
- d. He will work closely with all other Officers.
- e. Acts a member of all committees. Has same rights as other committee members (voice and vote). However, the President is not obligated to attend meetings of committees.
- f. Disbursements up to \$250.00 may be authorized by the President and made by the Treasurer.
- g. On or before the first week in January, the President will appoint, with the approval of the Board of Directors, two (2) persons to work with the President and the Immediate Past President on the nominating committee. This committee of four (4) persons will prepare a slate of Officers for the coming year to be submitted to the general meeting for election in the month of February. Nominees shall have been contacted and be willing to serve if elected.
- h. An auditing committee shall be appointed by the President at least thirty (30) days before the end of the Club year. The books of the Treasurer shall be audited annually by a committee of not less than two (2) persons who, satisfied that the report is correct, and shall sign a statement to that effect.
- i. The President shall call at least one (1) general meeting per year including one in the month of February for elections.
- j. Appoint heads for all special committees with the approval of the Board of Directors.

### Section 2. Duties of the 1st Vice-President

- a. Be acquainted with the duties and responsibilities of the President and assist him in every possible way. In the absence of the President, perform the duties of the President. He is the acting Festival Chairman and may appoint a Festival Co-Chairman to assist as he deems necessary. The Festival Chairman, with the approval of the Board of Directors, shall coordinate Festival activities, appoint committees, and arrange the schedule of events and their location.
- b. He is responsible for selecting and contracting callers and cuers for all dances as far ahead as is expedient. He shall book callers and cuers for the Festival. The Board of Directors will set a policy as to the range of pay this committee is to work with in selecting callers and cuers. After callers and cuers have been contacted and the agreement finalized, it shall be reported to the Board of Directors.
- c. He may be assigned special duties such as chairman of special committees.

### Section 3. Duties of the 2nd Vice President

- a. It shall be the responsibility of the 2nd Vice President to encourage and promote participation in all class activities. To promote programs that will encourage dancers for all classes.
- b. He shall be responsible for the class attendance and following up on class members that miss a class. He and the others Officers shall assist the class in forming squares and obtaining partners.
- c. He may be assigned special duties such as chairman of special committees.
- d. He shall be responsible for the Public Relations of the Club and may appoint a Public Relations Committee to assist him in the role. Public Relations is the planned effort to create and maintain a positive image of the Club. Publicity is the information Public Relations or Publicity practitioners distribute to media and members to the Club to create or maintain these positive images. The information can be distributed to newspapers, magazines, radio and television stations, and membership.
- e. It is his responsibility to work closely with the Board of Directors in promoting all activities of the Club, and to develop materials to recruit new members for the Club.

### Section 4. Duties of the Secretary

- a. Keep a record of all the proceedings of the meetings of the Club and Board of Directors.
- b. Publish a newsletter to include a summary of the Board of Directors, actions and future events of the Club.
- c. Shall have custody Policy & Procedure manual and any other official documents of the Club.

### Section 5. Duties of the Treasurer

- a. Shall have charge of all funds belonging to the Club.
- b. Shall receive all revenues generated by activities and keep account of all receipts and expenditures.
- c. Shall submit a detailed financial report at the end of each month to the Board of Directors.
- e. Disbursements for rent, refreshments, callers, cuers, postage, and other expenses necessary for the continued operation of the Club shall be made by the Treasurer and does not require approval of the Board of Directors.
- f. Disbursements of up to \$250.00 may be authorized by the President and made by the Treasurer.
- g. Disbursements other than those listed in section e and section f must be approved by the Board of Directors.
- h. The books of the Treasurer shall be audited annually by any two members of the Club, selected at a board meeting.
- i. It shall be his responsibility to schedule the facilities for dances and meetings.

### Section 6. Immediate Past President/Spouse

- a. The immediate Past President who was the President on May 31<sup>st</sup> of each year shall serve as an advisor to the Board of Directors.
- b. He is a member of the Nominating Committee.

## Section 7. Webmaster

- a. The webmaster hosts, administers, creates, maintains, and updates the information content of the Club's website and Facebook account.
- b. The webmaster is, also, responsible for hosting, administering and maintaining the Club's email server including Personal Email Accounts, Email Aliases, the Club's email lists, etc.
- c. He shall be responsible for administering and maintaining the Club's membership database including Member(s), Student(s), Past Member(s)/Frequent Guest(s), etc. and providing electronic Rosters and Reports to the Club's Board of Directors.

## ARTICLE VIII – Dues

### Section 1.

Annual dues for membership shall be set by the Board of Directors and the membership will be notified of any changes not later than September 1st.

### Section 2.

These dues shall be due and payable on or before September 1st each fall for the next calendar year. This allows time to submit all the Members' names to the Grand Canyon Square Dance Association by November 1st for insurance coverage.

### Section 3.

Members whose dues are in arrears shall not participate in the business of the Club.

## ARTICLE IX- Voting Body

The voting body of this Club shall consist of the Officers and Members in good standing whose dues are up to date.

## ARTICLE X – Meetings

### Section 1.

The Club shall hold a General Meeting at least once per year in February. This meeting shall be to elect Officers and conduct other appropriate business.

### Section 2.

The membership will be notified no less than fourteen (14) days in advance of all general meetings, either by telephone, e-mail or other communication means.

### Section 3.

Special meetings may be called by the President and shall be called by the Board of Directors upon request of ten (10) members of the Club in good standing. The membership will be notified no less than fourteen (14) days in advance either by telephone, email or other communication means.

### Section 4.

Board of Directors meetings may be called by the President as necessary. The membership will be notified no less than twenty-four (24) hours in advance either by telephone, email or other communication means.

Section 5.

A quorum at a Board of Directors Meeting shall be at least 3 Officers representing 3 separate offices from the Board of Directors; and a quorum at a General Meeting consists of at least six (6) members in good standing, including Officers representing 3 separate offices from the Board of Directors, shall be present before any action can be taken on matters pertinent to the Club.

Section 6.

Procedure at meetings - Roberts Rules of Order shall govern the proceedings of all meetings of the Club.

Section 7.

The order of business at all general meetings of the Club shall be as follows:

- a. Call to order
- b. Unfinished business
- c. New business
- d. Elections of Officers - (annual General Meeting only)
- e. Adjournment

Section 8.

The order of business at a Board of Directors meeting shall be as follows.

- a. Call to order
- b. Roll call
- c. Reading of minutes, financial report and action thereon
- d. Report of Officers
- e. Report of standing & special committees
- f. Unfinished business
- g. New business
- h. Adjournment

## ARTICLE XI – General

Section 1.

Proper attire and etiquette is most desired and shall be the goal of members at all times and students as soon as possible.

Section 2.

All Officers shall involve as many Club members as possible in all committees.

## ARTICLE XII - Proposed changes in By-Laws

The By-Laws of this Club may be changed, amended, revised or revoked in the following order. Any desired changes or amendments may be submitted in writing to any Officer, who in turn shall submit it for review at the next scheduled Board of Directors meeting. Changes to these By-Laws must be approved by the Board of Directors and Ratified by the membership. A 2/3 vote of the members present at a General Meeting will ratify such changes. Changes submitted to the board, less than **30** days prior to the next scheduled General Meeting, will not be voted on until the following General Meeting, unless a special General Meeting is arranged. Please refer to Article X Section 3 for special meetings