

BIGGEST LITTLE SWING DANCE CLUB, INC .

BY-LAWS

BYLAW ARTICLE I - OBJECT AND PURPOSE

SECTION 1 - PROMOTION OF WEST COAST SWING DANCING. The object and purpose of the Biggest Little Swing Dance Club, Inc, hereinafter referred to as BLSDC, shall be to encourage and foster "West Coast Swing" dancing and to cultivate and promote good fellowship and loyalty among its members. This shall be accomplished through dances, social functions, lessons, entertainment, and special activities. BLSDC may engage in any lawful activity subject to the expressed limitations set forth by The Board of Directors.

SECTION 2 - SCHEDULE OF DANCES. BLSDC shall sponsor at least ten (10) dances per year.

SECTION 3 - DEFINITION OF WORKS. BLSDC shall be a public benefit, non-profit, corporation. No portion of the net earnings shall inure to the benefit of any individual member or group of members. In the event of dissolution of BLSDC, all funds shall be donated to a charitable organization or organizations designated by a majority vote of The Board of Directors, hereinafter referred to as The Board, currently in power at the time of dissolution.

BYLAW ARTICLE II - MEMBERSHIP

SECTION 1 - REQUIREMENTS FOR MEMBERSHIP. Membership is open to any Dancer regardless of race, color, religion, gender, handicap, familial status, sexual preference, or national origin, dedicated to the promotion and preservation of West Coast Swing Dancing.

SECTION 2 - DESIGNATION OF MEMBERS. A person is designated as a member once their annual dues have been paid.

SECTION 3 - LIABILITIES OF MEMBERS. No person who is now, or later becomes, a member of BLSDC shall be personally liable for any indebtedness or liabilities of BLSDC.

SECTION 4 - BY-LAWS. Each member shall be entitled to a copy of BLSDC's By-Laws upon request.

SECTION 5 - VOTING RIGHTS. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the general membership.

SECTION 6 - IDENTIFICATION. Each member shall be issued a membership identification card for proof of membership.

SECTION 7 - MEMBER PRIVILEGES. Members of BLSDC shall receive a "Member Rate" at BLSDC dances. Reciprocal privileges shall be extended to all members of other Swing Clubs. BLSDC members, and club members of other Swing Clubs, must present a current membership card to receive the "Member Rate".

SECTION 8 - TERMINATION OF MEMBERSHIP. Any member may be suspended or expelled from BLSDC upon determination of misconduct, immoral conduct, infractions or violations of BLSDC's By-Laws, agreements, rules or practices properly adopted by BLSDC, or committing an act or conduct which The Board and/or BLSDC members find detrimental to the best interest of BLSDC. Said action shall result in suspension or termination of membership privileges. The Board, in the Policy and Procedures Manual, shall establish suspension or expulsion procedures.

BYLAW ARTICLE III - ASSESSMENTS

SECTION 1 - FISCAL YEAR. The fiscal year of this corporation shall be January 1 to December 31.

SECTION 2 - ANNUAL DUES. The Board shall determine the amount of the membership dues, which shall be renewable upon the individual's anniversary date.

SECTION 3 - FEES. The Board shall designate admission fees for dances or other BLSDC sponsored activities.

BYLAW ARTICLE IV - MEETINGS

SECTION 1 - ANNUAL. The General Membership meeting will be held in December of each year at which time the Director's reports will be presented to The Board. In December of each year the general membership will vote on the slate of candidates. The revised and approved Policy and Procedures Manual will be submitted to the new Board, in February of each year, at the first meeting of the new Board.

SECTION 2 - MONTHLY. The Board shall meet regularly once a month at a place and time to be designated by the President. These meetings are open to the general membership and guests.

SECTION 3 - SPECIAL. Special meetings of The Board may be called by the President or at the request of three (3) Board members.

SECTION 4 - ACTION WITHOUT MEETING. The President, or at the request of three (3) Board members, may call for an "Action Without Meeting". The Board shall establish a policy for governing "Actions Without Meetings". This policy will include a written record of the proceedings to be included with the minutes of the next regular Board meeting.

SECTION 5 - MEMBERSHIP QUORUM. A membership quorum shall consist of 10% of the general membership of record as of the date before the meeting.

SECTION 6 - BOARD QUORUM. A Board quorum shall consist of a majority of the full complement of The Board. No official business shall be conducted at any meeting of The Board unless there is a quorum present.

SECTION 7 - FULL COMPLEMENT OF THE BOARD. The full complement of The Board is defined to be the total of all elected and appointed members of The Board. At no time will any one member of The Board have more than one vote or be counted for more than one position. Proxy voting by any Board member is not allowed.

BYLAW ARTICLE V - BOARD OF DIRECTORS

SECTION 1 - DEFINITION. The Board of Directors, hereinafter referred to as The Board, is the group of BLSDC members charged with directing the affairs of BLSDC. All members of The Board are considered Directors.

SECTION 2 - DESCRIPTION. The Board shall consist of the Officers of BLSDC and the Directors-at-Large. The Officers of BLSDC shall be the President, Vice President, Secretary, Treasurer, and Sergeant-at-Arms,

Membership Director, and a Past President of the Board, hereinafter referred to as the Executive Committee. Directors-at-Large will head the various Standing Committees established by The Board for the smooth and efficient operation of BLSDC.

SECTION 3 - DUTIES. Duties of the Directors shall be established by The Board, defined in a Job Description, and revised or up-dated within the Policy and Procedures Manual.

SECTION 4 - RESPONSIBILITIES. All Directors are to know the goals of BLSDC, support the work of The Board, and know the responsibilities of Board membership as outlined in the By-Laws and BLSDC's Policy and Procedures Manual.

SECTION 5 - GENERAL POWERS. The Board is responsible for the proper governing of BLSDC including the establishment of all BLSDC policies. If any individual Board member or group of Board members makes a decision in regard to business or policy without the approval of the The Board, any expense or liabilities incurred will be the responsibility of the individual(s) originally initiating the expense(s) or liability(ies).

SECTION 6 - NUMBERS. The Board shall establish the number of Directors, each with voting privileges on Board matters, required to maintain smooth and efficient operation of BLSDC.

SECTION 7 - CONSENT OF THE BOARD. Unless otherwise noted, "consent of The Board" is defined as an affirmative vote by the majority of The Board quorum present at the time of the vote. No vote shall be taken without a quorum present.

SECTION 8 - APPOINTED DIRECTORS. The President shall appoint directors to fill vacant or newly adopted Board positions. An affirmative confirmation vote by a majority of the full complement of The Board is required for approval. Appointees to The Board shall have a minimum of six (6) months of current membership in BLSDC prior to the date of appointment. Newly appointed and confirmed Directors shall be entitled to one vote on all matters before The Board.

SECTION 9 - EXCUSED ABSENCE. Leave of absence by any Director must be approved by a majority vote of The Board quorum, with the Director making the request not voting. In no case will a leave of absence in excess of sixty (60) days be granted during any one (1) year term.

SECTION 10 - CHECK SIGNATURES. Authorized signatures on BLSDC checking account shall be the President, Treasurer and at least one other Executive Board member. Two signatures are required on all checks and withdrawals that exceed Two Hundred Fifty Dollars (\$250.00).

BYLAW ARTICLE VI - DUTIES OF THE DIRECTORS

SECTION 1 - DIRECTORS. Each Director shall serve on at least one (1) committee.

SECTION 2 - JOB DESCRIPTION. A complete Job Description for each Director position shall be included as part of the Policy and Procedures Manual.

SECTION 3 - PRESIDENT. The President shall preside at all meetings of BLSDC and The Board and have such powers and duties as prescribed by The Board. The President has Veto powers over all actions of The Board. The Board can override the President's Veto by a 2/3 majority of The Board Quorum.

SECTION 4 - VICE PRESIDENT. The Vice President shall assist the President and shall perform the duties of the President in his/her absence or inability to serve and shall have other duties as prescribed by The Board.

SECTION 5 - SECRETARY. The Secretary shall keep minutes of all meetings of BLSDC, shall make service of such notice as may be necessary and proper, and shall discharge such other duties of office as prescribed by The Board.

SECTION 6 - TREASURER. The Treasurer shall be the custodian of all funds of BLSDC and shall receive all monies and disburse funds only upon sanction of The Board. All procedures to accomplish this are to be prescribed by The Board.

SECTION 7 - SERGEANT-AT-ARMS (PARLIAMENTARIAN). Has responsibility for keeping order at all BLSDC functions and to perform such duties as may be prescribed by The Board.

SECTION 8 - Membership Director. Has the responsibility for keeping records of the membership current, including by not limited to, renewal dates, names & addresses, and other pertinent data.

SECTION 9 - DIRECTORS-AT-LARGE. Shall head the various Standing Committees, such as, but not limited to Public Relations, News Editor, Hospitality, Dance, etc., and perform such duties as prescribed by The Board.

SECTION 10 - IMMEDIATE PAST PRESIDENT. The Immediate Past President of the Board is an advisor to the President and Board of Directors and answers to the President in all matters. The Immediate Past President shall have one vote on the Board and shall follow the Job Description in the Procedures & Policies Manual. In the event the Immediate Past President is unavailable or unable to participate, the President, at

his/her option, may appoint any other Past President to perform these duties.

BYLAW ARTICLE VII - COMMITTEES

SECTION 1 - EXECUTIVE COMMITTEE. The President will serve as the Chairperson of the Executive Committee. See Bylaw Article V Section 2 for membership.

SECTION 2 - ESTABLISHMENTS. With the exception of the Nominating Committee, the President, with the approval of the Executive Committee, shall establish committees and appoint Committee Chairpersons. Classifications shall be as follows:

A. **STANDING COMMITTEES** - shall be headed by a Director and have a minimum of two (2) members. These committees require consent of The Board for establishment.

B. **TEMPORARY COMMITTEE or AD HOC** - is a committee established by the Executive Committee to carry out a specific project for a specific period of time. These committees do not require Board consent for establishment.

C. **NOMINATING COMMITTEE** - Requirements are set forth in Bylaw Article VIII.

SECTION 3 - APPOINTEES. Each Committee Chairperson may appoint or remove committee members without Board approval. There is no time requirement of membership for committee members. Appointees who are not members of The Board shall have NO VOTE on matters that come before The Board.

BYLAW ARTICLE VIII - ELECTION OF THE BOARD

SECTION 1 - NOMINATING COMMITTEE. The President, in September of each year, shall appoint no less than three (3) BLSDC members to the Nominating Committee.

SECTION 2 - NOMINEE REQUIREMENTS. Nominees shall have a minimum of six (6) months of current membership in BLSDC prior to date of the election. Additional requirements may be set forth in the Policy and Procedures Manual.

SECTION 3 - THE SLATE. The Nominating Committee will submit a slate of candidates for the Directors to The Board at the time specified by The Board. Nominations shall be submitted in writing.

SECTION 4 - ACCEPTANCE. All members accepting nomination for The Board shall do so in writing before or at the October Board meeting. A final slate will then be submitted to The Board by the Chairperson of the Nominating Committee for inclusion in BLSDC newsletter.

SECTION 5 - MEMBERSHIP VOTE. The Directors shall be elected by a majority vote of the general membership quorum in December of each year by secret ballot. The candidates receiving the greatest number of votes shall be elected. Ties shall be resolved by an additional vote.

SECTION 6 - VOTING RESTRICTIONS. No member of BLSDC shall cast his/her vote by proxy. Absentee ballots are accepted for the election at the discretion of The Board. Policy for the use of absentee ballots shall be set forth in the Policy and Procedures Manual.

SECTION 7 - TERM OF OFFICE. All newly elected Directors shall take office at the February Board meeting. The new Directors shall have NO voting powers until that date. Directors shall serve for one (1) year.

BYLAW ARTICLE IX - RESIGNATIONS AND VACANCIES

SECTION 1 - FILLING VACANCIES. In the event of a vacancy on The Board, the vacancy shall be filled in accordance with Bylaw Article V Section 8.

SECTION 2 - REMOVAL. A Director may be removed from office for cause, such as misconduct or failure to fulfill their duty. A two-thirds (2/3) affirmative vote by secret ballot of the full complement of The Board, with the exclusion of the accused who will have no vote in this matter, is required. Voting by Proxy or Absentee Ballot is not allowed for removal.

SECTION 3 - UNEXCUSED ABSENCE. A Director who is not present at two (2) consecutive Board meetings and/or three (3) consecutive dances shall have, in effect, tendered his/her resignation, subject to confirmation by, and at the discretion of, The Board. A majority vote of The Board quorum is required to confirm this action.

SECTION 4 - RESIGNATIONS. In the event a Director should decide to resign their position on The

Board, only an official entry in the Minutes of The Board meeting is required as confirmation. The resulting vacancy shall be filled in accordance with Bylaw Article V Section 8.

BYLAW ARTICLE X - AMENDMENTS

SECTION 1 - BOARD APPROVAL. Amendments to the By-Laws require a two thirds (2/3) affirmative vote of the full complement of The Board for approval.

SECTION 2 - MEMBERSHIP APPROVAL. The Board shall submit the approved Amendments to the general membership for a vote at any regular or special meeting called for that purpose. An affirmative vote by the majority of the membership quorum is required for approval. The Board is responsible for establishing policy to insure that the general membership has at least thirty (30) days written notice of the proposed changes and voting procedures.

BYLAW ARTICLE XI - RULES OF ORDER

The latest edition of "Roberts Rules of Order Revised" shall govern the proceedings of BLSDC in cases not specifically covered by these By-Laws.

Last Revision: 01/04/2004

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