

Constitution and Bylaws of the North Alabama Country Dance Society

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Article 1. Name. The name of this organization is the North Alabama Country Dance Society, hereinafter referred to as "NACDS."

Article 2. Purpose.

- a. The NACDS is a nonprofit educational organization dedicated to the preservation, study, teaching, enjoyment and continuing evolution of American traditions of dance, music, and song, and their cultural progenitors.
- b. NACDS subscribes to the general purposes of the Country Dance and Song Society.

Article 3. Rules of Order. While it is anticipated that meetings will generally be conducted under relaxed rules of order, the rules contained in *Robert's Rules of Order* shall be the authority governing the society in all cases to which they are applicable, and in which they are not inconsistent with the by-laws of this society.

Article 4. Membership. All persons interested in dance and music are eligible to become members of NACDS upon payment of dues.

a. Members in good standing are entitled to attend general and special meetings; to vote on all questions coming before the membership; and to hold office and serve on standing or special committees.

b. Members who wish to bring matters before the NACDS Board (as defined in Article 5) or to participate in discussions on matters before the Board may contact the President for the time and location of the next meeting and inclusion on the agenda. Such visitors may participate, without a vote, in discussions on matters before the Board.

c. Membership dues shall be as defined by the Executive Board.

d. Membership privileges shall be: voting at general meetings; one newsletter subscription per paid membership; admission discounts for all members of the immediate family at regular NACDS events; and as further defined by the Executive Board.

Article 5. Executive Board (hereinafter referred to as "Board"). The responsibility for all business matters rests with the Board, whose voting members shall consist of the Officers and the Chairpersons of standing committees.

a. Meetings of the Board. The Board shall meet quarterly or more often at the President's discretion.

- b. Quorum. A quorum needed to transact business at Board meetings shall consist of any fraction greater than half of the voting Board members.
- c. Powers of the Board. The Board has sole authority to act, or to delegate authority for action, to:
1. set schedules and dates for the year;
 2. set dues and fees at rates which will cover the costs of operation, including the newsletter, honoraria paid to teachers and musicians, rental of necessary facilities, and other incidental expenses;
 3. engage facilities for classes and special programs;
 4. approve engagements and/or other special activities undertaken in the name of the NACDS.
 5. establish a general policy on use of the NACDS name and property, and rule in advance on their use for specific non-NACDS events.
- d. Reports to the Membership. After each of its meetings, the Board will prepare and send to the Newsletter Editor a brief summary of the meeting, in time for inclusion in the next newsletter. Questions from the membership should be directed to the President or another Board member.
- e. Standing Committees. Standing Committees shall consist of a Chairman, elected by the membership, and assisted by other members of his or her choice. Chairpersons of standing committees shall be members of the Board with full voting powers at all meetings. There shall be the following Standing Committees:
1. Dance Series (one committee per ongoing series), chaired by the elected series Producer.
 2. Property, chaired by the Property Custodian.
 3. Newsletter, chaired by the Newsletter Editor.
 4. Membership, with an elected chairman.
 5. Setup, with an elected chairman.
- f. Special Committees. The Board shall determine the need for, responsibilities of, and duration of special committees, to carry out projects or special programs.
- g. Visitors at Board Meetings. Any member of the Board may invite others (experts, event coordinators, etc.) to attend meetings, for the purpose of advising or receiving suggestions from the Board concerning the programs of the NACDS.
- h. Emergency Decisions. The President is empowered to make emergency decisions, in consultation with at least two other members of the Board. Such decisions must be reported to the other members of the Board within three days.
- i. Vacant Offices. **Except as noted below under President-Elect**, in the event of a vacancy among the officers, the remaining Board members, by a majority vote, may exercise the powers of the full Board until the vacancy is filled at the next regular election, or may appoint a member to fill the vacancy temporarily until the next election.
- j. Removal from Office. A member of the Board may be removed from office at a special meeting of the Membership (see Article 8-b), upon petition by at least 15 NACDS members or 10% of the membership, whichever is larger,, and after reasonable notice and opportunity to be heard.

Article 6. Elected Officers. The elected officers of the NACDS are President, President-Elect, Secretary, Treasurer, Newsletter Editor, Property Custodian, Membership Committee Chairman, Setup Committee Chairman, dance series Producers, and Webmaster. All terms of office are one year, but individuals may be re-elected to successive terms. The duties of the officers shall be:

a. President. The President is the executive officer responsible for the operation of the group. He or she presides at meetings; calls regular or special meetings of the Board or membership as needed; appoints the chairpersons of special committees; represents the group, either in person or by appointing a representative.

b. President-Elect. The President may delegate to the President-Elect such official or other duties as may be necessary for the conduct of business. In addition, the President-Elect shall:

1. act as producer for the annual Blue Moon Dance Weekend
2. assume the duties of the President in his or her absence or illness;
3. in the event of the President's resignation or inability to serve, succeed to the presidency serving out the remainder of the term, and continue as President for one additional term; a special election will be held to select a new President-Elect, to serve until the next election and installation of officers.

c. Secretary. Secretary acts as recording and corresponding secretary, keeping records and minutes of meetings;

d. Treasurer.

1. Duties: The Treasurer advises the Board about the finances of the organization and assists in formulating the budgets for regular and special activities. The Treasurer also prepares a yearly financial statement of operations, and is responsible for:

- (a) the collection of dues, fees, receipts, etc.;
- (b) the disbursement of fees to musicians and teachers; and
- (c) payment of authorized expenditures, such as newsletter funds.

2. The Treasurer shall establish a fair and simple system, subject to the board's approval, for handling and documenting expenses SUCH AS newsletter publication, property acquisition and upkeep, event production, etc.

3. Only the president and the treasurer shall have access to NACDS funds. All obligations of NACDS funds must be in the line of duty, for NACDS ends, and must be fully documented with receipts, invoices, etc.

e. Dance Series Producer(s). The Members shall elect a Producer for each ongoing dance series. Producers shall be voting members of the Board, and shall make (or delegate) all arrangements for each dance of his or her series. Each producer shall compile, in standardized format:

1. an event production checklist (hall, caller, band, set-up, take-down, beginner workshop, gate control, etc.), to be used by substitute producers when the regular producer is unavailable; and

2. a summary of planned events, to advise the newsletter editor of the details (date, time, band, caller, etc.) and status of future events.

3. a report on each past event, summarizing the receipts, expenses, attendance, and general circumstances at each event of his series; these reports shall be submitted to the Treasurer and Newsletter Editor for accounting, planning, and publicity purposes.

f. Property Custodian.

1. Duties. The Property Custodian will:

a. provide or arrange for proper storage, transportation, set-up, monitoring, and take-down of NACDS properties, especially the sound system, for all NACDS events, or for events where use of NACDS property is duly authorized by the Board;

b. maintain an inventory (identity, source, cost, disposition, proceeds, etc., with dates) of all NACDS property items, reporting this to the board annually or more often as needed; and

c. maintain records of all property purchased, borrowed, loaned, or accepted as gifts.

2. All NACDS property shall be held in common by the Membership, including sound system components, items of furniture (built or bought), and miscellaneous items such as quilts, banners, etc.

g. Newsletter Editor.

1. The NACDS Newsletter will be published monthly or otherwise, at the discretion of the Board, to inform the membership about the events of the NACDS and cooperating organizations.

2. The Newsletter Editor shall:

(a) collect information, write, print, and distribute a newsletter to all paid NACDS members, and to other cooperating organizations;

(b) arrange for the maintenance of the NACDS mailing list by a person who will print needed labels and deliver them to the Newsletter Editor. The mailing list custodian is not a Board member by virtue of this position.

(c) receive and distribute information from other groups and organizations; and

(d) manage newsletter funds according to the Treasurer's procedures.

h. The Membership Committee Chairman shall:

1. coordinate publicity for events and other undertakings of the NACDS, in cooperation with Dance Series Producers, the Newsletter Editor and others as appropriate.

2. Promote acquaintance among members and visitors;

3. Develop channels of outreach to new dancers; and

4. Develop and interpret membership information.

i. The Webmaster shall:

1. Maintain the NACDS webpage to provide current information to the membership and the public

2. maintain and create content for the NACDS Facebook page or other social networking site.

j. The Setup Committee Chairman shall:

1. provide a committee member to oversee setup, teardown (other than the sound system) and gate operation of each dance
2. arrange for handling of gate receipts and nametags, greeting visitors, handing out schedules and other materials, and related functions at NACDS events

Article 7. Election Of Officers. With the exception of initial elections, officers shall be elected at the annual meeting of the membership and take office the following month.

a. Two months before the annual meeting, the President shall appoint a Nominating Committee of three or more members of the NACDS, one of whom shall be a member of the Board of Directors.

b. The Nominating Committee shall report its slate of nominees to the membership one month prior to the annual meeting.

c. Additional nominations may also be made by written petition of five or more members, or from the floor at the annual meeting, provided the consent of the nominees has been obtained.

d. A majority of those voting is required for election to office. In the event of a contest, paper ballots shall be used and tellers appointed to tally the results.

e. Initial election of officers shall proceed in the same manner and with the same time intervals, except that the process may be delayed as needed for acceptance of the Constitution and Bylaws, and for other preparations.

Article 8. Meetings of the Membership.

a. An annual meeting of the membership shall be held each year in May for the election of Officers and the transaction of any necessary business.

b. Special meetings of the membership may be called at the President's discretion, or at the direction of the Board, or at the written request of at least 25% of the membership. Notices of special meetings shall state the matters to be considered.

c. At least one month's notice of all annual meetings shall be given, except in cases of emergency.

d. Except as otherwise noted in these bylaws, 10% of the paid membership or 15 paid members whichever is larger constitutes a quorum for the transaction of any business brought before the membership, including the election of officers.

Article 9. Amendments to the Bylaws. Amendments to these Bylaws may be proposed by a majority vote of the Board, or by petition to the Board by ten or more Members. Proposed amendments will be voted upon at a meeting of the Members, as described in Article 8, with one month's written notice to Members; this notice must state the proposed changes. A two-thirds majority of those voting is required for adoption.

Article 10. Special Notices Regarding Tax Exemption.

a. It is intended that the NACDS shall qualify for exemption from Federal Income Tax under section 501(c)3 of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.

b. No part of the NACDS assets or net earnings may devolve to the benefit of private individuals. This does not preclude the payment of any reasonable fees for goods or services provided to the organization.

c. In the event of dissolution of the NACDS, all debts will be satisfied, and the group's assets (or the proceeds from their sale) will be distributed to another nonprofit organization that is exempt under section 501(c)3 status of the Internal Revenue Code.

d. The NACDS shall not, as a substantial part of its activities, attempt to influence legislation or participate in political campaigns on behalf of or against any candidate for public office, except to the extent permitted by section 501(h) of the Internal Revenue Code.

HISTORY OF AMENDMENTS

1. Amendments to Constitution / Bylaws. There were several points in the Constitution/Bylaws that were inconsistent or needed revisiting: (1) Art. 6 specified 2-year officer terms, while Art. 8 called for annual elections. (2) Art. 6 called for limits of 2 consecutive terms for officers. (3) The CBL did not address the need for a Standing Publicity Committee. (4) A sentence in Art. 9 conflicted with the previous sentence and the rest of the CBL.

Article 9. Amendments to the Bylaws. Amendments to these Bylaws may be proposed by a majority vote of the Board, or by petition to the Board by ten or more Members. Proposed amendments will be voted upon at a meeting of the Members, as described in Article 8, with one month's written notice to Members; this notice must state the proposed changes. A vote will be taken at a meeting as defined in Article 10. A two-thirds majority of those voting is required for adoption.

There was general agreement that officers' terms should be for one year, with a limit of two consecutive terms; this would spread the load, widen opportunities for service, and minimize both burnout and autocratic behavior. There was also general agreement with Carol's suggestion, in the interest of leadership continuity, to change the Vice-President to President-Elect whose duties would include coordinating Publicity (in cooperation with the Newsletter Editor and others as appropriate). Secretary would become a separate voting office.

An amendment was drafted, circulated, and approved by membership vote at intermission at the dance on September 6, 1997.

2. Revised by vote of the membership, April 4, 1998. No record of changes

3. At the year-2000 membership meeting, by a voice vote the membership elected to make the following change in Article 8: Article 8. Meetings of the Membership. a. An annual meeting of the membership shall be held each year in ~~April~~ May for the election of Officers and the transaction of any necessary business.

4. On June 16, 2001, article 6 of the constitution, which read:

All terms of office are one year, and with the exception of the Newsletter Editor, dance series Producers, and Treasurer, no individual may hold any given office for more than two terms consecutively.

was changed to:

All terms of office are one year, and with the exception of the Property Custodian, Newsletter Editor, dance series Producers, and Treasurer, no individual may hold any given office for more than two terms consecutively.

5. On Nov.17, 2007 to comply with CDSS request: First, we need to state that our purpose is the same as that of CDSS, That is in article 2 and is necessary.

From

Article 2. Purpose. *The NACDS is a nonprofit educational organization dedicated to the preservation, study, teaching, enjoyment and continuing evolution of American traditions of dance, music, and song, and their cultural progenitors.*

To

Article 2. Purpose.

c. *The NACDS is a nonprofit educational organization dedicated to the preservation, study, teaching, enjoyment and continuing evolution of American traditions of dance, music, and song, and their cultural progenitors.*

d. *NACDS subscribes to the general purposes of the Country Dance and Song Society.*

The other two changes are recommended, and I think are good. They concern the percentage of members (or number of members) required to remove someone from office or to constitute a quorum. Currently our bylaws state we require 20 members. CDSS suggested a percentage--10 per cent is the most commonly used. The compromise is to have both a minimum number and the percentage since right now 10 percent of our members is less than 10 people. Currently we have 20 as the number of members required, but we propose to bring it to 15 since that would

represent a membership of 150 and our current requirement is sufficient for a membership of 200. These changes are in Articles 5 and 8 respectively.

From

Article 5...

j. Removal from Office. A member of the Board may be removed from office at a special meeting of the Membership (see Article 8-b), upon petition by at least twenty NACDS members, and after reasonable notice and opportunity to be heard.

Article 8...

d. Except as otherwise noted in these bylaws, twenty paid members constitutes a quorum for the transaction of any business brought before the membership, including the election of officers.

To

Article 5...

j. Removal from Office. A member of the Board may be removed from office at a special meeting of the Membership (see Article 8-b), upon petition by at least 15 NACDS members or 10% of the membership, whichever is larger., and after reasonable notice and opportunity to be heard.

Article 8...

d. Except as otherwise noted in these bylaws, 10% of the paid membership or 15 paid members whichever is larger constitutes a quorum for the transaction of any business brought before the membership, including the election of officers.

In June 2006, the following was changed:

Article 6 . Elected Officers. The elected officers of the NACDS are President, President-Elect, Secretary, Treasurer, Newsletter Editor, Property Custodian, Membership Chairman, and dance series Producer. All terms of office are one year, and with the exception of the Newsletter Editor, dance series Producer, and Treasurer, no individual may hold any given office for more than two terms consecutively.

to

Article 6 . Elected Officers. The elected officers of the NACDS are President, President-Elect, Secretary, Treasurer, Newsletter Editor, Property Custodian, Membership Chairman, and dance series Producers. All terms of office are one year, and with the exception of the Newsletter Editor, dance series Producer, Property Custodian, and Treasurer, no individual may hold any given office for more than two terms consecutively.

In July 2009 changed:

Article 6 . Elected Officers. The elected officers of the NACDS are President, President-Elect, Secretary, Treasurer, Newsletter Editor, Property Custodian, Membership Chairman, and dance series Producers. All terms of office are one year, and with the exception of the Newsletter Editor, dance series Producer, Property Custodian, and Treasurer, no individual may hold any given office for more than two terms consecutively.

to

Article 6. Elected Officers

The elected officers of the NACDS are President, President Elect, Secretary, Treasurer, Newsletter Editor, Property Custodian, dance series Producers, and Webmaster. All terms of office are one year, but individuals may to re-elected to successive terms.

and added Article 6 section i:

i. The Webmaster shall:

1. *Maintain the NACDS webpage to provide current information to the membership and the public*
2. *maintain and create content for the NACDS Facebook page or other social networking site.*