



CAPITAL SWING DANCERS WAS FOUNDED IN MARCH 1984 AND IS INCORPORATED AS A NON-PROFIT DANCE AND SOCIAL ORGANIZATION. THE PURPOSE OF THIS CLUB IS TO PROMOTE AND FURTHER WEST COAST SWING DANCING, TO OFFER VARIOUS SOCIAL ACTIVITIES, AND TO ENCOURAGE GOOD FELLOWSHIP.

BY-LAWS OF CAPITAL SWING DANCERS, INC.

REVISED JANUARY 2004

ARTICLE I

OFFICES

Section 1. CORPORATION NAME. The name of the Corporation is Capital Swing Dancers, Inc., hereinafter referred to as the Club or Corporation. The principal office of the Corporation shall be located in the State of California at such place as may be designated by the Board of Directors, but meetings of members and directors may be held at the principal office or at such place within the State of California as may be designated by the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1. CLASSES OF MEMBERS. The Corporation shall have two (2) classes of members.

A. Active Members: Are those 14 yrs of age and above who have paid their annual dues. They have all rights and privileges pursuant to Article II.

B. Honorary Members: Are those fully privileged non-paying members, appointed by the Board of Directors.

Section 2. VOTING RIGHTS: Each member shall be entitled to one vote on any matter submitted to a vote of the membership at a general membership meeting.

Section 3. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of one-half of all members of the Board, may suspend a member for cause after an appropriate hearing for a period of not to exceed thirty (30) days and then may, by a majority vote of the members present at any regularly constituted meeting, terminate the membership or suspend or expel any member who violates any provision of the by-laws, agreements, rules or practices, properly adopted by the Club.

Section 4. RESIGNATION. Any member may resign, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid, nor shall any member be entitled to a return of dues upon discontinuance of his or her membership.

Section 5. REINSTATEMENT. Upon written request, signed by a former member and filed with the Secretary, the Board of Directors may, with the affirmative vote

of one half of the membership present, vote to reinstate such former member to membership upon such terms as are deemed appropriate.

Section 6. MEMBERSHIP. There shall be no numerical limitation to membership.

Section 7. MEMBERSHIP CARDS. All active members and honorary members shall be issued a membership identification card.

Section 8. MEMBERSHIP CARDS REQUIRED. Membership cards shall be required for admittance to all Club functions, unless otherwise specified.

ARTICLE III

GENERAL MEMBERSHIP MEETING(S)

Section 1. ANNUAL MEETING. An annual meeting of the members shall be held in January of each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. GENERAL MEETING. The general meeting shall be a meeting of the general membership. The purpose of this meeting is to allow issues needing general membership attention to be acted upon between the annual meetings.

Section 3. SPECIAL MEETING. Special meetings of the general membership may be called by either the President, the Board of Directors, or not less than 10 members having voting rights.

Section 4. PLACE OF MEETING. The General Meeting shall be held at the monthly dance when issues dictate a formal meeting be held. The Board of Directors may designate any place reasonably accessible to the membership for the Annual Meeting or for any Special Meeting called by the Board of Directors.

Section 5. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than seven (7) days, nor more than forty (40) days before the date of such meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. When mailed, the notice of a meeting shall be deemed delivered when deposited in the United States Mail addressed to the member at the address as it appears on the records of the Club, with postage thereon prepaid.

Section 6. SCHEDULE OF MEETINGS. A general meeting of the membership shall be held once a month. The monthly Club Dance shall suffice as the general

membership meeting. Any business that needs to be carried out in a general session can be done by calling a formal session to order. If no formal business has been scheduled for this general meeting it is not necessary to call a meeting to order to fulfill the requirement of the monthly meeting in this section.

Section 7. QUORUM. A majority of the Board of Directors plus any member in attendance shall constitute a quorum.

ARTICLE IV

OFFICERS AND DIRECTORS

Section 1. GENERAL POWERS. The affairs of the Club shall be managed by a Board of Directors comprised of the Officers: President, Vice-president, Treasurer, Secretary, Membership Chairperson, Activities Chairperson, and Sergeant-at-Arms.

In the event any office is not filled at the time of the elections, appointments to fill said position shall be made by the president and ratified by a majority of the Board of Directors. Members shall be notified of all business conducted at board meetings.

Section 2. NUMBERS AND POWERS. Each Officer on the Board shall have a vote on all matters coming before it. All the appointed Chairpersons shall be advisory.

Section 3. BOARD MEETINGS. Regular meetings shall be held once a month as published in the newsletter, and shall be open to the general membership.

Section 4. SPECIAL BOARD MEETINGS. Special meetings may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place reasonably accessible to the membership.

Section 5. NOTICE. Reasonable notice of any special meeting of the Board of Directors shall be given at least two days previously unless waived by a quorum of Board members.

Section 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any board meeting. When less than a majority is present, said meeting shall be adjourned for another time. Notice will be given to all absent members of the next meeting date, time and location.

Section 7. VACANCIES. If any office becomes vacant during the first year of the

two-year term, the President may temporarily appoint someone to fill this office. Notice of a vacancy of the office shall be placed in the next possible newsletter requesting that nominations be submitted to the Board. Announcement of the nominees shall be made in the next newsletter and an election held at the first general meeting after said publication. If any office becomes vacant during the second year of the two-year term, the President may appoint someone to fill this office with a majority ratification by the Board.

The Officers have the discretionary authority to declare an office of a member vacant when that Officer has been absent for three (3) unexcused consecutive meetings and/or functions.

ARTICLE V

ELECTED OFFICERS & APPOINTED CHAIRPERSONS

Section 1. ELECTED OFFICERS. The Elected Officers are President, Vice-President, Treasurer, Secretary, Membership Chairperson, Activities Chairperson and Sergeant-at-Arms.

The Appointed Chairpersons are (but not limited to) Publicity Chairperson, Newsletter Editor, Workshops Chairperson, Historian / Librarian, Club Photographer, Webmaster and Convention Chairperson. Said appointments are made by the President and ratified by a majority of the Board of Directors.

Section 2. ELECTION AND TERM OF OFFICE. The Officers of this Club shall be elected for a term of two (2) years by full membership ballot at the time appointed by the Board of Directors. The membership will be notified thirty (30) days in advance of an upcoming election. The newly elected Officers will assume office the first meeting in March of each year. The President, Vice President, Treasurer, Secretary, Membership Chairperson, Activities Chairperson, Sergeant-at-Arms, and all of the Appointed Chairpersons may succeed themselves in office.

Section 3. REMOVAL. No Officer or Appointed Chairperson shall conduct any financial business in the name of the Club in a manner that could be construed as an action which yield personal or business gain.

No Officer or Appointed Chairperson shall purchase, lease, or rent any equipment in the name of the Club, to be used in their home or business which could be construed as an action which might yield financial gain. Any Officer in violation may be removed by a recommendation of the Board of Directors and a majority vote of the membership present at a regularly constituted meeting whenever, in their judgment, the best interests of the Club would be served.

Section 4. **PRESIDENT.** The President shall be the principal executive officer of the Club. Subject to the direction and control of the Board of Directors and membership, he or she shall be in charge of the business and affairs of the Club. He or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. He or she shall have the authority to appoint special committees. In general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 5. **VICE-PRESIDENT.** The Vice-President shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as, from time to time, may be assigned to him or her by the President or the Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 6. **TREASURER.** The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall (a) retain possession and be responsible for the Club's checkbook(s) and all other books of accounting for the Corporation. It shall be the treasurer's responsibility to maintain accurate books of account for the Corporation and shall have the corporate books available for audit; (b) have charge and custody of all funds and securities of the Corporation and be responsible therefore and for the receipt and disbursal thereof, and (c) pay vendors or members, submitting invoices/bills by Club check. When invoices are impractical, cash register receipts must be signed by payee and turned in to the Treasurer. No reimbursements shall be made without receipt, (d) chair the financial committee which will prepare the annual budget reports; and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. All checks shall bear two signatures, one of which must be the Treasurer's and the other of one of the Officers.

Section 7. **SECRETARY.** The Secretary shall record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the corporate records and of the seal of the Corporation; and perform all duties incident to the office of the Secretary and such other duties as from, time to time, may be assigned to him or her by the President or by the Board of Directors.

Section 8. **MEMBERSHIP CHAIRPERSON.** The Membership Chairperson will keep a register of all active and honorary members' addresses and telephone numbers, collect membership dues, and issue membership cards. He or she will also be accountable to the Treasurer for the money collected.

Section 9. ACTIVITIES CHAIRPERSON. The Activities Chairperson will plan and coordinate Club dances and special functions.

Section 10. SERGEANT-AT-ARMS. The duties of the Sergeant-At-Arms are to ensure that all persons attending Club functions are approved members or visitors. He or she will also establish proper atmosphere and conduct at all Club functions. All actions shall be taken in a non-violent manner. He or she shall also act as curator of all Club properties not otherwise assigned. He or she shall act a parliamentarian and ensure that all meetings are conducted according to Roberts Rules of Order.

Section 11. RESPONSIBILITIES OF CHAIRPERSONS. Each Chairperson is to establish his or her own committee, and is subject to the direction of the Board of Directors.

Section 12. PUBLICITY CHAIRPERSON. The Publicity Chairperson will promote the Club through press releases, posters, and flyers, etc. He or she will also notify out-of-town clubs of functions and coordinate functions with other clubs.

Section 13. NEWSLETTER EDITOR. The Newsletter Editor will publish monthly (unless otherwise specified) all functions and dates of Club activities as well as any other items of interest related to swing dancing and members.

Section 14. WORKSHOPS CHAIRPERSON. The Workshops Chairperson will be responsible for the operation and organization of workshops which shall include the location, instruction, and music.

Section 15. HISTORIAN / LIBRARIAN. The Historian / Librarian will collect copies of the Club newsletter, photographs, and other memorabilia in viewable formats. He or she will also maintain the Club's video tape collection.

Section 16. CLUB PHOTOGRAPHER. The Club Photographer will take pictures of all Club dances and activities.

Section 17. WEBMASTER. The Webmaster will create and maintain the Club's Website.

Section 18. CONVENTION CHAIRPERSON. The Convention Chairperson is responsible for the operation and organization of the Club's conventions.

ARTICLE VI

CONTRACTS, DEPOSITS AND FUNDS

Section 1. CONTRACTS. The Board of Directors may authorize any Officer or Officers, agent or agents of the Club, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. DEPOSITS. All funds of the Corporation shall be deposited on a regular basis to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors and Officers may select.

Section 3. GIFTS. The Board of Directors may accept on behalf of the Club, any contribution, gift, bequests or device for the general purpose or for any special purpose of the Corporation.

ARTICLE VII

CERTIFICATES OF MEMBERSHIP

Section 1. CERTIFICATES OF MEMBERSHIP. The Board of Directors shall provide for the issuance of membership cards evidencing membership in the Club which shall be in such form as may be determined by the Board. Such membership cards shall be signed by the President or Vice President or by the Secretary or Treasurer and bear the Corporation's seal which may be in facsimile. The name and address of each member shall be entered into the records of the Club. If any membership card shall become lost, mutilated, or destroyed, a new membership card may be issued therefore upon such terms and conditions as the Board of Directors may determine.

ARTICLE VIII

FISCAL YEAR

Section 1. FISCAL YEAR. The fiscal year of the Corporation shall be from January 1 through December 31 (tax purposes).

ARTICLE IX

DUES AND FEES

Section 1. ANNUAL DUES. The Board of Directors shall determine the amount of

the membership fee, which shall be renewable upon the individual's anniversary date.

Section 2. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member shall be in default in the payment of dues for a period of one (1) month, he or she shall be ineligible to vote, hold office, be a candidate for office, or receive any Club publication until the dues are paid.

Section 3. DETERMINATION OF FEES. The Board of Directors may periodically review and set fees for the various functions of the Club.

ARTICLE X

SEAL

Section 1. CORPORATION SEAL. The Corporation seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal".

ARTICLE XI

AMENDMENT OF THE BY-LAWS

Section 1. BY-LAWS AMENDMENT. The By-Laws may be amended by secret ballot at a General or Special meeting of the membership. A copy of the existing and the proposed changes to the By-Laws will be made available to the general membership for comment.