

## **Sample Bylaws ---- for a membership organization**

(with additional notes at the end)

### Constitution and Bylaws of the X Country Dance Society

Article 1. Name. The name of this organization is the X Country Dance Society (XCDS).

Article 2. Purpose. The XCDS is a nonprofit educational organization which is dedicated to the preservation, study, teaching, enjoyment and continuing evolution of English and American traditional and historical dance, music and song.

Article 3. Membership. All persons interested in dance and music are eligible to become members of XCDS 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; to hold office and serve on standing or special committees.
- b) Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board, but without a vote on matters before the Board.
- c) Membership dues and privileges are determined by the Board. Only those persons whose membership is paid for the current year will be members in good standing.
- d) The Board may, at its discretion, terminate the membership of any person at any time by returning that person's current dues.

Article 4. Meetings of the Membership.

- a) The Annual Meeting of the Membership shall be held each year in the month of \_\_\_\_\_ for the election of Officers, Board members at large and the transaction of any necessary business.
- b) Special meetings of the membership may be called by the President at his or her discretion, or at the direction of the Board, or at the written request of at least 10% of the membership. Notices of special meetings shall state the matters to be considered.
- c) At least one month's notice of the annual or any special meeting shall be given.
- d) The quorum for transaction of business is 10% of the membership.
- e) A majority vote of those voting is necessary to transact any business brought before the membership, including the election of officers, except as otherwise noted in these bylaws.

Article 5. Board of Directors. The responsibility for all business matters lies with the Board of Directors which consists of the Officers and any Board members at large.

- a) The Board has sole authority to set schedules and dates for the year; to set dues and fees at rates which will cover costs of operation; to set honoraria paid to teachers and musicians, rental of necessary facilities, and other incidental expenses; to engage facilities for classes and special programs; to approve engagements and/or other special activities undertaken in the name of XCDS.
- b) The Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.
- c) The dance and music leaders or chairpersons of standing or special committees, whether or not they are members, may attend meetings for the purposes of advising or receiving suggestions from the Board concerning the programs of the XCDS.
- d) In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election or by a majority vote may appoint a member to temporarily fill the vacancy

- until the next election.
- e) A member of the Board may be removed from office after reasonable notice and opportunity to be heard by a majority vote of the XCDS membership or by two-thirds majority vote of the entire Board.
- f) There may be 0 to 5 Board members at large. The actual number will be set by the Board and may be changed by majority vote of the Board.

Article 6. Meetings of the Board.

- a) The Board will meet a minimum of twice annually.
- b) The quorum for transaction of business is at least half of the Officers and Board members at large.
- c) A majority of those Board members present is necessary to transact any business brought before the Board.

Article 7. Officers. The Officers of the XCDS are President, Vice President, Secretary and Treasurer. Term of office is one year. Officers may not serve more than two consecutive terms, but may be reelected after the lapse of a year. Duties of Officers are:

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 standing or special committees.

Vice President. The Vice President acts as President in the absence or illness of the President and in the event of the President's resignation or incapacity to serve shall succeed to the office until the next regular election of officers. The President may delegate to the Vice President such official or other duties as may be necessary for the conduct of business.

Secretary. The Secretary keeps records and minutes of meetings; maintains an up-to-date list of members, attenders and subscribers; sends notices and flyers; receives and distributes information from other groups and organizations.

Treasurer. The Treasurer is responsible for the collection of dues and charges, for the disbursement of fees to musicians and teachers and for payment of authorized expenditures. The Treasurer advises the Board about the finances of the organization and assists in formulating the budgets for the regular and special activities. The Treasurer also prepares a yearly financial statement of operations.

Article 8. Election of Officers and Board members at large. Officers and Board members at large are elected at the Annual Meeting of the Membership and take office on \_\_\_\_\_ (date or # days after election).

- a) Two months before the annual meeting, the President appoints a Nominating Committee of three or more members of XCDS, one of whom should be a member of the Board of Directors.
- b) The Nominating Committee reports its slate of nominees for existing vacancies to the membership one month prior to the annual meeting.
- c) Additional nominations may also be made by written petition of five 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 contested

election, paper ballots shall be used and tellers appointed to tally the results.

Article 9. Fiscal Year. The fiscal year of XCDS is January 1 through December 31.

Article 10. Amendments to the Bylaws. Amendments to these Bylaws may be made upon one month's written notice to members; this notice must state the proposed changes. A two-thirds majority vote of those voting is required for adoption.

Article 11. Special Notices re Tax Exemption.

- a) No part of the XCDS's assets or net earnings may inure to the benefit of private individuals. This does not preclude the payment of any reasonable fees for goods or services provided to the organization.
- b) In the event of dissolution of the XCDS, the groups's assets will be distributed to another nonprofit organization that is exempt under section 501(c)3 status of the Internal Revenue Code.
- c) The XCDS shall not as a substantial part of its activities attempt to influence, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted by section 501(h) of the Internal Revenue Code.
- d) It is intended that the XCDS be entitled to 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.
- e) The organization subscribes to the general purposes of The Country Dance and Song Society, Inc.

See also Additional Notes, page 4, and CDSS Statement of Purpose, page 5.

## Additional Notes to the Sample Bylaws

Article 2: You may wish to expand upon or redefine the type of dance and/or music that you do. For instance, you may only be interested in the dance and music heritage of your region, or you may have vintage or swing dance programs. Or you may just want to say "folk" or "traditional" dance and music.

Groups are welcome to list their affiliation with the Country Dance and Song Society. You could include it in Article 2 or elsewhere. Here is what some groups have said:

The XCDS is a member of the Country Dance and Song Society (CDSS) and operates under guidelines established by the Society as stated in the Addendum from CDSS's Articles of Organization, copy attached (*or*, The XCDS is a member of and supports the aims and goals of the Country Dance and Song Society as stated in the Addendum from CDSS's Articles of Organization, copy attached; *or*, The XCDS is affiliated with other organizations of like-minded interest, including the Country Dance and Song Society).

Article 3: You either have to be a membership organization or not a membership organization. It is important that you have some finite way of determining membership before the annual or any special membership meetings. If you have a membership organization the members must be responsible for voting in a clear majority of the Board. If you have a nonmembership organization, the Board votes itself in, and there may be a "membership" but it does not vote.

Many groups list the privileges of membership (reduced admission fees, 1st class mailing of flyers) in their bylaws. We recommend you do NOT state privileges in the bylaws since they may change over time; instead, allow the Board to decide these matters. Member privileges could be listed on flyers or membership recruitment brochures.

Articles 3 through 8: You may think now that you don't want so much structure. The reality is, things change. In a few years' time your organizers may have moved on (new jobs, children, grad school). Bylaws not only state your purpose, they give the group a structure that enables the legal and business end of it to continue.

Article 7: For most groups, a term of office is one or two years, with a maximum number of terms served, as we have stated above. However, you may decide to let officers serve without limit or for longer terms or for a number of terms. The former is recommended for large or well-established groups.

Article 8: All Boards must have a broad base of support. We require that there be at least three unrelated people living at different addresses to provide this base of support.

Article 9: Having your fiscal year (FY) the same as the calendar year is, perhaps, the easiest to do; however, some groups have a FY from June 1-May 31 or September 1-August 31, corresponding to their dance season. You are not obligated to follow CDSS's FY to be under the group exemption.

## **CDSS Statement of Purpose**

### ***From the Addendum of CDSS's Articles of Organization***

The purposes for which this corporation is formed are as follows:

- to encourage the practice and promote the knowledge of our heritage of traditional, historical, and folk dance, music, and song, with special emphasis on American and English traditions
- to encourage and support the establishment of local groups and regional organizations interested in these objectives
- to train teachers, musicians, and leaders in order to further these objectives
- to assemble and maintain a library of materials related to traditional, historical, and folk dance, music, and song
- to encourage research into this heritage
- to publish materials to achieve these objectives
- to act as an educational and nonprofit society
- to do all or any such things as may be conducive or incidental to the promotion of the above purposes