

# **CALIFORNIA SQUARE DANCE COUNCIL, INC.**



## **BYLAWS**

**APPROVED May 8, 2010  
RATIFIED August 14, 2010**



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# **BYLAWS of the CALIFORNIA SQUARE DANCE COUNCIL, INC.**

## **ARTICLE I. RECIPROCITY STATEMENT**

A current paid up membership in any Affiliate of the California Square Dance Council, Inc. (hereinafter "Council") and the United Square Dancers of America, Inc. entitles the member to the same privileges and benefits as afforded sponsoring Affiliates' members when participating in any event sponsored by any member of Council and the United Square Dances of America, Inc.

## **ARTICLE II. PRINCIPAL OFFICE**

The Principal Office is fixed and located in San Diego County, California. The Board of Directors is granted full power and authority to change the Principal Office from one location to another in the County. Any change shall be noted by the Secretary opposite this article, but shall not be considered an amendment of these Bylaws. The Corporation may have such other offices within the State of California as the Board of Directors may require from time to time.

## **ARTICLE III. MEMBERS**

### **Section 1. AFFILIATES**

Any organized dancer group, or other organized group within the State of California, as approved by the California Square Dance Council, Inc. that will subscribe to the Bylaws Standing Rules and United Square Dancers of America Code of Ethics and Code of Conduct may be considered for affiliation in Council and if accepted, shall be termed an Affiliate.

### **Section 2. ELECTION OF AFFILIATES**

Affiliates shall be accepted for membership by a two-thirds affirmative vote of the Board of Directors of Council. Application procedures for affiliation shall be prescribed by the Membership Committee. Investigation of the applicant shall be in accordance with the rules set forth in the Standing Rules.

### **Section 3. VOTING RIGHTS**

Each Affiliate shall be entitled to one vote on each matter submitted to a vote of the members, and each Affiliate may use whatever method called for by its bylaws to determine how that vote should be cast. Only Affiliate Representatives shall make motions or vote.

### **Section 4. TERMINATION OF AFFILIATION**

The membership of any affiliate may be terminated pursuant to the rules established in the Standing Rules.

## **BYLAWS of the CALIFORNIA SQUARE DANCE COUNCIL, INC.**

### Section 5. RESIGNATION

Any Affiliate may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Affiliate so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

### Section 6. REINSTATEMENT

Upon written request, signed by a Representative of a former Affiliate and filed with the Secretary, the Board of Directors, by affirmative vote of two-thirds of the members of the Board, may reinstate such former Affiliate to the affiliation upon such terms, as the Board of Directors may deem appropriate.

### Section 7. TRANSFER OF AFFILIATION

Affiliation in the Corporation is not transferable or assignable.

### Section 8. DUES

Annual dues and special dues may be assessed by the majority of the Board of Directors and set forth in the Standing Rules.

## **ARTICLE IV. BOARD OF DIRECTORS**

Except as otherwise required by law or provided by these Bylaws, the entire control of the California Square Dance Council, Inc. and its affairs and property shall be vested in the Board of Directors (hereinafter "the Board").

### Section 1. COMPOSITION OF THE BOARD OF DIRECTORS

The Affiliate Representative or its duly authorized Representative shall serve as a member of the Board and shall be selected by whatever method is called for in the governing documents of the Affiliate except as may be precluded by these Bylaws. The Board of Directors of Council shall consist of one delegate from each Affiliate.

### Section 2. TERMS OF OFFICE

The term of the Directors elected by the membership of each Affiliate shall be as prescribed by the affiliate.

# BYLAWS of the CALIFORNIA SQUARE DANCE COUNCIL, INC.

## ARTICLE V. OFFICERS

### Section 1. OFFICER STRUCTURE AND EXECUTIVE COMMITTEE

The officers of this Corporation shall consist of the Council President, the four Area Vice Presidents (Northern Area, Central Area, South Central Area and Southern Area), the Secretary, the Treasurer, the Public Relations Director, the Historian, the Insurance Chairman, the Active California State Square Dance Convention General Chairman, the Parliamentarian, and such officers as may be elected or ratified in accordance with the provisions of this Article. The officers of the Corporation may not represent any affiliate at any Council meeting. At Board of Directors meetings, all of the officers have a voice, but no vote.

The Board of Directors may elect or appoint such other officers as deemed necessary. The same person may hold any two or more offices with the exception of the offices of Council President, Area Vice President, Secretary, and Active California State Square Dance Convention General Chairman.

### Section 2. ELECTION/APPOINTMENT OF OFFICERS

#### a. ELECTION

Nominations for all officers of the Corporation except two (2) of the Area Vice Presidents, the Active State Square Dance Convention General Chairman and the Parliamentarian shall be accepted at the January Board meeting of odd years (i.e. 2011, 2013, 2015 etc) from any affiliate representative with elections at the May Board meeting of odd years (i.e. 2011, 2013, 2015 etc). Nominations for two (2) of the Area Vice Presidents shall be accepted at the January Board meeting of even years (i.e. 2012, 2014, 2016 etc). The Northern Area and the South Central Area Vice Presidents shall be elected in the odd years and the Central Area and Southern Area Vice Presidents shall be elected in the even years. These officers shall be installed at the following September Board meeting and shall serve for a term of two-years. Election shall be by secret ballot and by majority vote of the Directors present. If there is but one candidate each for the offices of Secretary, Treasurer, Public Relations Director, Historian and Insurance Chairman, the President shall declare the candidate elected. To be eligible for nomination, a candidate must be an active dancer and a member in good standing of an affiliate club as that term is defined by the club. The candidates for President and Vice President must be a past representative of an affiliate. The candidates for Insurance Chairman must be a member of an affiliate that participates in the Council's insurance program. The President and Vice Presidents shall not succeed themselves. (i.e. the President and Vice Presidents shall serve only one two-year term at a time).

## **BYLAWS of the CALIFORNIA SQUARE DANCE COUNCIL, INC.**

b. CALIFORNIA STATE SQUARE DANCE CONVENTION GENERAL CHAIRMAN

The California State Square Dance Convention General Chairman shall be elected by a majority vote of the voting members present at a regular Board of Directors meeting 47 months prior to the convention. Candidates for California State Square Dance Convention General Chairman shall have been either a prior General Chairman or Co-Chairman of a California State Square Dance Convention, or have served as a Chairman or Co-Chairman of a festival. Only one person of a candidate couple needs to have served in the qualifying position to qualify for California State Square Dance Convention General Chairman. Candidates shall submit written resumes to the Council Secretary for the position of General Chairman at a regular Board of Directors meeting 51 months prior to the convention.

c. PARLIAMENTARIAN

Upon installation, the President shall appoint the Parliamentarian from the list of parliamentarians approved by the Board. The President's selection shall then be ratified by a majority vote of the Board present. The Parliamentarian shall serve as chairman of the Bylaws Committee. The Parliamentarian shall have no vote and shall advise the President on matters of procedure.

d. VACANCY IN OFFICE

In the event of a vacancy of the office of President, the Chairman of the Membership Committee shall immediately assume the office until the expiration of the current term. If the Chairman of the Membership Committee is unable or unwilling to serve as Council President, the Assistant Chairman of the Membership Committee will serve as interim President until the next Board of Directors meeting. At that time, a President shall be nominated, elected, and installed to serve the remainder of the unexpired term. Such process shall be accomplished in accordance with the Standing Rules.

In the event of a vacancy in the offices of Area Vice Presidents, Secretary, Treasurer, Historian, Public Relations Director or Insurance Chairman or Parliamentarian, the President shall appoint a successor to complete the term. All appointments shall be approved by the Board at its next meeting.

Vacancies in the Convention General Chairman shall be filled by an election of qualified candidates at the next Board meeting. The Convention Co-Chairman shall assume the General Chairman's responsibilities until this election.

## **BYLAWS of the CALIFORNIA SQUARE DANCE COUNCIL, INC.**

### Section 3. DUTIES OF OFFICERS

#### a. COUNCIL PRESIDENT

The Council President shall preside at Board of Directors meetings (without a vote) and Executive Committee meetings; shall be ex-officio member of all committees; and shall endeavor to promote the interests of the California Square Dance Council, Inc. at all times.

The President shall designate one of the Area Vice Presidents to act as President in the absence of the President.

#### b. AREA VICE PRESIDENTS

The Area Vice Presidents shall serve as Vice Presidents to the Board of Directors, assist the Council President, and perform those additional duties prescribed in the Standing Rules or assigned by the President or Board of Directors. The Area Vice Presidents shall serve as coordinators between the Council President and the members of the Board of Directors in the area from which elected and shall be generally responsible for promotion, etc., of California Square Dance Council, Inc. activities.

#### c. SECRETARY

The Secretary shall keep a record of all business transacted at the Board of Directors meetings, including preparing and distributing the minutes of all Board of Directors meetings to all members; keep a permanent file of the minutes of all meetings, reports, correspondence and other Council business; keep an electronically recorded account of the discussions at all meetings of the California Square Dance Council, Inc. for one year; and shall keep the master copy of each Council publication. The Secretary shall perform those additional duties outlined in the Standing Rules. The outgoing Secretary shall be permitted 45 days after the election meeting to complete the duties required and effect an orderly transfer of such duties, papers, and other material to the newly elected Secretary.

#### d. TREASURER

The Treasurer shall receive and care for all monies of the California Square Dance Council, Inc., keep an accurate record of all receipts and disbursements and perform those additional duties prescribed in the Standing Rules.

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e. PUBLIC RELATIONS DIRECTOR

The Public Relations Director shall perform those duties prescribed in the Standing Rules.

f. HISTORIAN

The Historian shall keep a pictorial and historical account of all California Square Dance Council, Inc. activities in book form and shall perform those additional duties prescribed in the Standing Rules.

g. INSURANCE CHAIRMAN

The Insurance Chairman shall administer the Council's insurance program pursuant to the Standing Rules.

h. ACTIVE CALIFORNIA STATE SQUARE DANCE CONVENTION GENERAL CHAIRMAN

The Active California State Square Dance Convention General Chairman (as defined in the State Convention Policy and Guidelines) shall perform the duties prescribed within the State Convention Policy and Guidelines.

**ARTICLE VI. MANAGEMENT OF FUNDS**

Section 1. PAYMENT OF BILLS

The Board of Directors shall approve all bills before payment is effected, with the exception of the business credit card billings. The business credit card bill shall be paid by the Treasurer upon receipt.

Section 2. SUBMISSION OF FINANCIAL REPORTS

The Treasurer shall submit a financial report at each Board meeting, an advance copy of which will be furnished to each member of the Board and each Council officer at least five days in advance of the meeting, and at the September meeting submit a financial report consisting of receipts and disbursements for the year August 1 through July 31 and a balance sheet as of the close of such fiscal year.

Section 3. CHECKS

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be

## **BYLAWS of the CALIFORNIA SQUARE DANCE COUNCIL, INC.**

signed by such officer or officers, agent, or agents, of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board. In the absence of such determination, such instruments shall be signed by any two of these officers: President, Area Vice Presidents, or Treasurer.

### Section 4. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

### Section 5. AUDITS

The President shall appoint audit committees at the May Council meeting to conduct audits of the Treasurer's books and the Insurance Chairman's books and to report the results at the September Council meeting.

## **ARTICLE VII. BOARD OF DIRECTORS MEETINGS**

### Section 1. REGULAR

Regular Board of Directors meetings shall be held on the second Saturday of January, May, and September at a place to be designated by the hosting Affiliate not later than the preceding meeting. A change in this schedule may be authorized by a two-thirds majority vote of the Board of Directors at least 24 months prior to the proposed change of meeting date. The May meeting of the Board of Directors shall be the Annual Meeting.

### Section 2. SPECIAL

Special Board of Directors meetings may be called at the request of not less than one-third of the Board of Directors.

- a. Requests for special meetings will be submitted not later than 40 days after the previous Board meeting and must be held no later than 30 days prior to the following Board of Directors meeting.,
- b. Notification of special meetings, stating the purpose, must be made in writing to each Affiliate at least 14 days prior to the meeting.

### Section 3. ROTATION OF HOSTING

Rotation of hosting Affiliates shall be determined by mutual agreement of the Board of Directors.

**BYLAWS of the CALIFORNIA SQUARE DANCE COUNCIL, INC.**

Section 4. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

**ARTICLE VIII. STANDING COMMITTEES**

Section 1. APPOINTMENT

Except as otherwise directed in this article, the President shall make all appointments to standing committees subject to approval of the Board of Directors.

Section 2. CHAIRMEN

All standing committee chairmen must be members of Council.

Section 3. REPORTS

All standing committee reports shall be made a part of the minutes of Council.

Section 4. MEMBERSHIP COMMITTEE

The Vice Presidents shall serve as the Membership Committee. Applications for affiliation and membership in Council shall be submitted to this committee. The committee shall perform those duties outlined in the Council Standing Rules or otherwise assigned by the Board.

Section 5. DANCE PROMOTION COMMITTEE

Membership of this committee shall be outlined in the Council Standing Rules. The committee shall promote dance activities throughout California. The committee shall promote those other duties outlined in the Council Standing Rules or otherwise assigned by the Board.

Section 6. CALIFORNIA STATE SQUARE DANCE CONVENTION ADVISORY COMMITTEE

This committee shall assist and advise the active, working, and awarded convention committees. The Committee shall recommend to the Board ways and means of improving future California State Square Dance Conventions and shall investigate newly proposed State Convention sites and bring back recommendations concerning the same.

## **BYLAWS of the CALIFORNIA SQUARE DANCE COUNCIL, INC.**

Membership of this committee shall consist of all active past California State Square Dance Convention General Chairmen. There shall be a minimum of five active past California State Square Dance Convention General Chairmen participating on the Convention Advisory Committee. Active participation in the Convention Advisory Committee shall be defined as attending at least one Convention Advisory Committee meeting each calendar year. Failure to participate in at least one Convention Advisory Committee meeting each calendar year will result in automatic loss of membership on the Convention Advisory Committee. It shall be the responsibility of the Convention Advisory Committee Chairmen to maintain a roster of attendance at Committee meetings and to report any absences to the Board of Directors/Council President to determine eligibility to maintain Committee membership. If the active membership of the Committee should become less than five, the Council President shall appoint the necessary replacements from available Council members in good standing with the approval of the existing Convention Advisory Committee members and the Council Board of Directors.

### **Section 7. BYLAWS COMMITTEE**

This committee shall be composed of the Parliamentarian as chairman and one member from each Vice President's area. The committee shall review and recommend action on the Bylaws and Standing Rules as needed.

### **Section 8. LEADERSHIP/EDUCATION COMMITTEE**

This committee shall be composed of a chairman and one member from each Vice President's area. The committee shall develop and present an education program for the benefit of Council members. The committee shall perform those other duties outlined in the Council Standing rules or otherwise assigned by the Board.

### **Section 9. PUBLICATION REVIEW COMMITTEE**

This committee shall be composed of the three members for a three-year term appointed on a staggered basis. The Committee shall review all Council publications to correct spelling, grammar and other clerical errors.

### **Section 10. FINANCE AND BUDGET COMMITTEE**

This committee shall be composed of the Treasurer as chairman and one member from each Vice President's area. The committee shall perform those duties as outlined in the Council Standing Rules or otherwise assigned by the Board.

## **BYLAWS of the CALIFORNIA SQUARE DANCE COUNCIL, INC.**

### Section 11. YOUTH ADVISORY COMMITTEE

This committee shall be composed of the Council Youth Advisor as chairman and one Area Youth Advisor from each Vice President's area. The committee shall perform those duties outlined in the Council Standing Rules or otherwise assigned by the Board.

### Section 12. HANDICAPABLE ADVISORY COMMITTEE

This committee shall be composed of the Council Handicapable Advisor as chairman and one Area Handicapable Advisor from each Vice President's area. The committee shall perform those duties outlined in the Council Standing Rules or otherwise assigned by the Board.

### Section 13. CREDIT CARD ADMINISTRATION COMMITTEE

This committee shall be composed of a chairman, the Vice President of the area in which the chairman resides and the President. All checks drawn on this account must be signed by two members of the committee. The committee shall perform those duties outlined in the Council Standing Rules or otherwise assigned by the Board.

### Section 14. ADDITIONAL DUTIES

- a. The President, with the approval of the Board of Directors, may assign additional duties to any standing committee.
- b. All Committees shall identify one Council meeting during the year to schedule a working meeting to prepare their Annual report for the Board of Directors. These meetings shall be scheduled to afford sufficient time to accomplish the assigned tasks.

## **ARTICLE IX. SPECIAL COMMITTEES**

### Section 1. APPOINTMENTS

All special committees shall be appointed by the Council President who shall be an ex-officio member of all such committees. Appointments shall be approved by the Board.

### Section 2. CHAIRMEN

All Special Committee chairmen must be members of Council.

## **BYLAWS of the CALIFORNIA SQUARE DANCE COUNCIL, INC.**

### Section 3. REPORTS

All special committee reports shall be made a part of the minutes of the California Square Dance Council, Inc.

### Section 4. CALIFORNIA STATE SQUARE DANCE CONVENTION COMMITTEES

The California State Square Dance Convention Committees are special committees of the California Square Dance Council, Inc. and shall be subordinate to Council Board of Directors.

- a. Members of a California State Square Dance Convention Committee need not be members of Council.
- b. California State California State Square Dance Conventions shall be conducted in accordance with State Convention Policy and Guidelines as adopted by the Board of Directors.

## **ARTICLE X. COUNCIL DOCUMENTS**

### Section 1. OFFICIAL DOCUMENTS

The Articles of Incorporation, Bylaws, Standing Rules, and all minutes of all Board of Directors meetings shall become the official documents of each Affiliate and shall be passed on to the new Representatives.

### Section 2. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, 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 3. AFFILIATES' OFFICIAL DOCUMENTS

Each Affiliate shall furnish each other Affiliate and Council Secretary with a current list of officers, consisting of names, addresses, zip codes, email addresses when available, and telephone numbers upon making any change of officers.

## **ARTICLE XI. RECALL**

Any elected officer may be recalled from office upon two-thirds majority vote of the Board.

## **BYLAWS of the CALIFORNIA SQUARE DANCE COUNCIL, INC.**

### Section 1. REMOVAL FROM OFFICE

- a. Any elected officer may be removed from office for just cause and/or any major breach or breaches of the Code of Ethics or Code of Conduct, by a two-thirds majority vote of the Board of Directors attending a special Board of Directors meeting called specifically for that purpose.
- b. A petition for removal shall be received by the Secretary stating the reasons and bearing the signatures of three other members of the Board of Directors, and be presented to the President for action.
- c. The President shall set a date; place and time to meet for a preliminary hearing of the charges against the accused and the President shall attempt to resolve the issue at said hearing.
- d. The date of said hearing shall be within 30 days of receipt of the petition for removal.
- e. All parties - the petitioners and the accused - must be afforded an opportunity to attend said hearing, which shall be open to any other officers and/or member of the Board of Directors.
- f. If the issue is not resolved at the preliminary hearing, the President shall:
  - (1) Set a date and place and time for a hearing by the full Board of Directors;
  - (2) Schedule the hearing within 30 days of the preliminary hearing;
  - (3) Conduct this hearing pursuant to the rules and procedures established by the Board of Directors at such time as such hearing becomes necessary.
- g. The Council Secretary shall notify all parties, by registered mail, of the date, place and time of this hearing and of the nature of the charges;
- h. The decision of the Board of Directors shall be final.

### Section 2. REINSTATEMENT TO OFFICE

Any officer who has been removed from office shall remain ineligible for any Council office for two years following the decision of the Board of Directors.

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**ARTICLE XII. DISSOLUTION**

Upon the dissolution of the Corporation, the directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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

**ARTICLE XIII. INDEMNIFICATION OF OFFICERS**

The officers of the California Square Dance Council, Inc. shall not incur any liability as a result of any act, conduct, misconduct, malfeasance, or nonfeasance on the part of Council during the officers' terms of office. Further, Council agrees to indemnify and hold harmless the officers from any claims, damages, lawsuits, liabilities, attorneys' fees, costs or expenses incurred by the officers as a result of any act or conduct arising out of the officers' performance of their duties as identified in these Bylaws, Standing Rules or other governing documents of Council. Specifically, if any officer becomes a party to any civil action because of his participation in or with Council, the officer shall be indemnified and held harmless by Council.

**ARTICLE XIV. PARLIAMENTARY AUTHORITY**

The most current version of *Robert's Rules of Order Newly Revised* shall govern the proceedings of this organization in all cases not provided for in these Bylaws or any special rules of order the organization may adopt. Pursuant to *Robert's Rules* as used in these Bylaws, "he" denotes both masculine and feminine genders.

**ARTICLE XV. AMENDMENTS TO BYLAWS**

Section 1. PROPOSED AMENDMENTS

Proposed Bylaw amendments shall be referred to the Bylaws Committee to be checked for wording, meaning, and legality.

Section 2. AMENDMENT PROCESS

The proposed Bylaw change shall be read at the January Board meeting. A copy of the proposed changes will be included in the minutes of the January meeting. A second reading will occur at the May Board meeting followed by discussion and vote. A two-thirds majority of the voting members present is required for approval.

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Section 3. AMENDMENT RATIFICATION

Final ratification shall be by vote of the individual members of the California Square Dance Council, Inc. The actual vote count shall be recorded by the Affiliates in their minutes. Said vote shall be reported by the affiliate representatives to Council at the September Board meeting. A majority vote of the individual members is required to sustain the vote of the Board of Directors. Changes shall not take effect until ratification is reported at a Board meeting.

Section 4. EFFECTIVE DATES

Bylaws Adopted: May 10, 1975

Updated	July 1983	August 1987	August 1998
	December 1990	October 1991	August 1992
	August 1995	August 1996	August 1998
	August 1999	August 2000	August 2001
	August 2002	August 2003	August 2004
	August 2005	August 2006	November 2008
	August 2010		

LIST OF EFFECTIVE PAGES

PAGE	REVISED	PAGE	REVISED	PAGE	REVISED
i	08/14/2010	4	08/14/2010	10	08/14/2010
ii	08/14/2010	5	08/14/2010	11	08/14/2010
lii	08/14/2010	6	11/8/2008	12	08/14/2010
1	11/8/2008	7	11/8/2008	13	08/14/2010
2	11/8/2008	8	11/8/2008	14	08/14/2010
3	08/14/2010	9	11/8/2008		