

CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.

A California 501(c)(3) Non-Profit Corporation



BYLAWS

**APPROVED May 2, 2020
RATIFIED September 12, 2020**

TABLE OF CONTENTS
BYLAWS of the
CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.

GLOSSARY..... G

ARTICLE I - PURPOSE 1

ARTICLE II – PRINCIPAL OFFICE 1

ARTICLE III - RECIPROCITY STATEMENT..... 1

ARTICLE IV - AFFILIATES..... 1

ARTICLE V – BOARD OF DIRECTORS..... 2

SECTION 1. COMPOSITION OF THE BOARD OF DIRECTORS..... 2

SECTION 2. TERMS OF OFFICE..... 2

ARTICLE VI - OFFICERS..... 3

SECTION 1. OFFICER STRUCTURE AND EXECUTIVE COMMITTEE 3

SECTION 2. ELECTION/APPOINTMENT OF OFFICERS 3

ARTICLE VII - MANAGEMENT OF FUNDS 5

SECTION 1. PAYMENT OF BILLS 5

SECTION 2. CHECKS..... 5

SECTION 3. DEPOSITS 5

SECTION 4. AUDITS..... 6

ARTICLE VIII - BOARD OF DIRECTORS MEETINGS..... 6

SECTION 1. REGULAR AND SPECIAL MEETINGS..... 6

SECTION 2. QUORUM..... 6

ARTICLE IX - COUNCIL DOCUMENTS 6

SECTION 1. OFFICIAL DOCUMENTS..... 6

SECTION 2. CONTRACTS..... 6

ARTICLE X - RECALL 6

SECTION 1. REMOVAL FROM OFFICE..... 6

SECTION 2. REINSTATEMENT TO OFFICE..... 7

ARTICLE XI - DISSOLUTION 7

ARTICLE XII - INDEMNIFICATION OF OFFICERS..... 7

ARTICLE XIII - PARLIAMENTARY AUTHORITY 8

ARTICLE XIV - AMENDMENTS TO BYLAWS 8

SECTION 1. PROPOSED AMENDMENTS 8

SECTION 2. AMENDMENT PROCESS 8

SECTION 3. AMENDMENT RATIFICATION..... 8

LIST OF EFFECTIVE PAGES..... 9

GLOSSARY
of words and terms used in
BYLAWS and STANDING RULES of the
CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.

GLOSSARY

AFFILIATE / MEMBER

Any organized group of square dancers or its related dance forms within the State of California, as approved by the California Council of Square Dancers, Inc. that have subscribed to the Council Bylaws, Council Standing Rules, the United Square Dancers of America Code of Ethics and Code of Conduct, which has been accepted for membership by a two thirds affirmative vote of the Board of Directors of Council, and who has paid the dues for the current fiscal year.

BOARD OF DIRECTORS

The Board of Directors ("Board") shall consist of one delegate from each Affiliate.

DELEGATE / AFFILIATE REPRESENTATIVE

Each Affiliate shall designate one person to serve on the Board of Directors for Council.

GOVERNING DOCUMENTS

Articles of Incorporation, Bylaws, Standing Rules, Policies, Resolutions, and Minutes of the California Council of Square Dancers, Inc.

OFFICERS

Elected Officers of Council are, President, Area Vice Presidents, Secretary, Treasurer, Insurance Chairman, California State Square Dance Convention General Chairman.

QUORUM

The minimum number of Affiliates entitled to vote who must be present at the outset of a meeting in order that business can be legally transacted. Quorum refers to number of such-persons present, not to the number actually voting on a particular question. Irrespective of whether some, of necessity, have departed during the meeting, the business can continue as long as a quorum was present at the outset.

VOTING

- a. Majority. More than half of the votes cast by Affiliates legally entitled to vote, excluding blanks or abstentions, at a regular or properly called meeting at which a quorum is present.
- b. Two-Thirds. At least two-thirds of the votes cast by Affiliates legally entitled to vote, excluding blanks or abstentions, at a regular or properly called meeting at which a quorum is present.

**BYLAWS of the
CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.
A California 501(c)(3) Non-Profit Corporation**

**ARTICLE I
PURPOSE**

The California Council of Square Dancers, Inc., (“Council” or “Corporation”) is a nonprofit organization incorporated under the laws of the State of California. The Council is established and exists to promote square dancing in the State of California and any other educational activities as defined by the Board. The Council shall be governed by the laws of the State of California and these Bylaws.

**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 within the State of California. 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
RECIPROCITY STATEMENT**

A current Affiliate of Council is entitled to the same privileges and benefits in the United Square Dancers of America, Inc. as the United Square Dancers of America, Inc. affords sponsoring Affiliates when participating in any event sponsored by any member of Council and the United Square Dancers of America, Inc.

**ARTICLE IV
AFFILIATES**

Section 1. AFFILIATES

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

**BYLAWS of the
CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.**

Section 2. ELECTION OF AFFILIATES

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

Section 3. VOTING RIGHTS CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.

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 Governing Documents 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 found in the Council Standing Rules.

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 as found in the Council Standing Rules.

**ARTICLE V
BOARD OF DIRECTORS**

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

Section 1. COMPOSITION OF THE BOARD OF DIRECTORS

The Affiliate 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.

Section 2. TERMS OF OFFICE

The term of the Affiliate Representative selected by each Affiliate shall be as prescribed by the Affiliate.

**BYLAWS of the
CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.**

**ARTICLE VI
OFFICERS**

Section 1. OFFICER STRUCTURE AND EXECUTIVE COMMITTEE

The officers of this Corporation shall consist of the Council President, the Area Vice Presidents (Northern Area, Central Area, and Southern Area), the Secretary, the Treasurer, the Insurance Chairman, the current active California State Square Dance Convention General Chairman, 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 the officers have a voice. None have a vote except the President who can vote to break a tie vote.

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

Section 2. ELECTION/APPOINTMENT OF OFFICERS

a. ELECTION

Nominations for all officers of the Corporation shall be accepted from any Affiliate representative at the January Board meeting of odd years with elections at the May Board meeting.

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. Email voting is not permitted for election of officers. If there is but one candidate each for the elected offices, 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 more than once (i.e. the President and Vice Presidents shall serve no more than two two-year terms at a time).

b. PRESIDENT

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

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

**BYLAWS of the
CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.**

c. 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 as found in the Council 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 Council of Square Dancers, Inc. activities.

d. 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; keeping a permanent file of the minutes of all meetings, reports, correspondence and other Council business; keeping an electronically recorded account of the discussions at all meetings of the California Council of Square Dancers, Inc. for one year; and shall keep the master copy of each Council publication. The Secretary shall perform those additional duties as found in the Council 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.

e. TREASURER

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

f. INSURANCE CHAIRMAN

The Insurance Chairman shall administer the Council's insurance program as found in the Council Standing Rules.

g. 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 with a target date of 35 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 39 months prior to the convention.

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.

**BYLAWS of the
CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.**

h. 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.

i. 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 as found in the Council Standing Rules.

In the event of a vacancy in the offices of Area Vice Presidents, Secretary, Treasurer, or Insurance Chairman, the President shall appoint a successor to complete the term. The appointed successor is to assume and fulfill the duties of that office until replaced. 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.

**ARTICLE VII
MANAGEMENT OF FUNDS**

Section 1. PAYMENT OF BILLS

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

Section 2. 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 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 3. 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.

**BYLAWS of the
CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.**

Section 4. AUDITS

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

**ARTICLE VIII
BOARD OF DIRECTORS MEETINGS**

Section 1. REGULAR AND SPECIAL MEETINGS

Regular Board of Directors meetings shall be as found in the Council Standing Rules.

Section 2. QUORUM

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

**ARTICLE IX
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.

**ARTICLE X
RECALL**

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

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.

**BYLAWS of the
CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.**

- 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.

**ARTICLE XI
DISSOLUTION**

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation. All residual assets 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 XII
INDEMNIFICATION OF OFFICERS**

The officers of the California Council of Square Dancers, 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, Council 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. The Council officers are to ensure that

**BYLAWS of the
CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.**

Council has and maintains the appropriate types and amounts of insurance to provide protection to its officers.

**ARTICLE XIII
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 XIV
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 changes shall be read at a Board meeting. A copy of the proposed changes will be included in the minutes of that meeting. A second reading will occur at the immediate following Board meeting followed by discussion and vote. A two-thirds majority of the voting members present is required for approval.

Section 3. AMENDMENT RATIFICATION

Final ratification shall be by vote of the individual members of the California Council of Square Dancers, 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 next Board meeting following the vote. 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 2, 2020		
Updated:	May 2, 2020		

**BYLAWS of the
CALIFORNIA COUNCIL OF SQUARE DANCERS, INC.**

LIST OF EFFECTIVE PAGES

PAGE	RATIFIED	PAGE	RATIFIED	PAGE	RATIFIED
i	09/12/2020	3	09/12/2020	7	09/12/2020
A	09/12/2020	4	09/12/2020	8	09/12/2020
1	09/12/2020	5	09/12/2020	9	09/12/2020
2	09/12/2020	6	09/12/2020		