

Independence Squares

Club By-Laws as of June 2019

Article I - Name and Seal

Name

The corporation shall be known as Independence Squares and shall be referred to herein as "The Organization."

Seal

The organization seal shall have inscribed on it the name of The Organization, the year of its organization, and the words "Corporate Seal, Pennsylvania."

Article II - Members

2.1 Elections and Qualification

Members must have completed a Mainstream Class and shall be elected by two thirds vote of the Board of Directors.

2.2 Dues

The Board of Directors may determine annual dues.

2.3 Non-Payment of Dues

Dues are to be paid by June 1st each year. Nonpayment of annual dues suspends membership until such time as dues are paid.

2.4 Expulsion/Suspension

The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a Member for cause after an appropriate hearing.

2.5 Reinstatement

Upon written request signed by a former Member, who was suspended or expelled for reason other than non-payment of dues, the Board of Directors may, by affirmative vote of two-thirds of the Officers of the Board, reinstate said former Members.

Article III - Meetings of Members

3.1 Annual Meeting

The Annual Meeting of Members shall be held on or before June 15th each year. Elections for the Board of Directors shall be held at the Annual Meeting. Members may request, in writing, items be placed on the agenda of Annual Meeting by the Secretary no later than 30 days before the meeting. If the Annual Meeting is not held within six months after the designated time, any Member may call such a meeting.

3.2 Special Meetings

Special Meetings of the Members may be called at any time by the President, the

Board of Directors, or ten percent of the membership. It shall be the duty of the Secretary to fix the time of the meeting, which shall be held no more than thirty days after the receipt of the request. Business transacted at all Special Meetings shall be confined to the subjects stated in the agenda publicized for that Special Meeting.

3.3 Notice of Meetings

Written notice of every Meeting of the Members shall be given by the Secretary to each Member at least fifteen days prior to the day named for the meeting. In the case of a Special Meeting, the notice shall specify the general nature of the business to be transacted.

3.4 Quorum

A Meeting of Members duly called shall not be organized for the transaction of business unless a quorum is present. The presence of one-third of the Members shall constitute a quorum at all Meetings of the Members. The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting until such time and place as they can determine. Those who attend the second meeting, although less than a quorum, shall nevertheless constitute a quorum.

3.5 Right to Vote

Every Member of the organization is entitled to one vote. The books or records of membership shall be produced at any meeting of The Organization. If at any meeting the right of a person to vote is challenged, the presiding officer shall require records be produced as evidence of the right of the person challenged to vote. The right of a Member to vote ceases upon termination or suspension of membership.

Article IV -Board of Directors

4.1 Powers, Responsibilities, and Accountabilities

The business and affairs of this corporation shall be managed under the direction of the Board of Directors, except as may be otherwise provided in these Bylaws or the Articles of Incorporation. The duties include, but are not limited to, performance of tasks related to its responsibility for policymaking, planning, review, finances, and community relations. The Board of Directors is accountable to the members of The Organization for managing the affairs of The Organization.

4.2 Composition

The Board of Directors shall consist of seven officers of The Organization, all of whom shall be members of The Organization. The Officers of The Organization shall be: President, President-Elect, Secretary, Publicity Chair, Treasurer, and two Members-at-Large who serve as Program Representatives. One Member-at-Large position will serve as a representative of the Mainstream and Plus dancers and shall be a member of The Organization who is planning to participate primarily in Mainstream

and/or Plus classes/workshops or dance events in the upcoming Fiscal Year. The second Member-at-Large position will serve as a representative of the Advanced and Challenge dancers and shall be a member of The Organization who is planning to primarily participate in Advanced and/or Challenge classes/workshops or dance events in the upcoming Fiscal Year. Those elected to the offices of President-Elect and Treasurer shall have been participating in class and/or Organization activities for a period of no less than two years. In the event that two members wish to share the responsibilities of an elected Office, they may do so as co-Officers on the ballot, but each Office is considered to function as a single voting entity when deciding Board matters.

4.3 Election and Terms

- A. Terms will be for one year or until successors are elected, with the exception of the Treasurer and President-Elect who will be elected for 2-year terms. The Treasurer will be elected in odd numbered years. A President-Elect shall be elected each year and will move into the position of President the following year.
- B. Elections shall be held during the Annual Meeting of the Members. All dues paying Members are eligible to vote.
- C. All terms begin at the close of the Annual Meeting at which elections are held.
- D. Notice of the date and time of the elections and any declared candidates will be given to each Member at least 30 days prior to the election.
- E. One-third of the eligible Members must vote in order for the election to be valid. If the election is held at a duly announced Annual Meeting and the number of Members present is smaller than one-third of The Organization, this shall be considered a quorum for electing Officers of The Organization.
- F. Voting may be by ballot, mail, or any reasonable means decided on by the Board of Directors.
- G. No less than one nor more than three Judges of Election may be appointed to collect and count ballots. No candidate for office may be a Judge of Election.

4.4 Responsibilities

A. President

- 1. Shall be Chief elected Corporate Officer of The Organization
- 2. Shall preside at all meetings of The Organization and the Board of Directors.
- 3. Shall be responsible for seeing that the lines of direction given by the Members of The Organization and the actions of the Board of Directors are carried into effect.
- 4. Shall report to the membership and the Board of Directors on the conduct and management of the affairs of The Organization.
- 5. Shall serve as ex-officio member of all committees established by the Board of Directors. In particular, the President is responsible for ensuring that these standing committees are staffed and functioning as necessary for operation of club functions:
 - a. Bylaws Committee
 - b. Caller Liaison Committee
 - c. Facilities Committee

d. Fly-In Committee

e. Nominating Committee

6. Shall have such powers and perform such duties as are included elsewhere in these Bylaws and are usual to this office.

B. President-Elect

1. Shall preside at meetings of the Organization and the Board in the temporary absences or disability of the President.
2. Shall be responsible for overseeing new member recruitment efforts.
3. Shall be responsible for overseeing publicity related to special events.
4. Shall assist with any other duties as are usual to this office or as delegated by the President or at the discretion of the Board of Directors.

C. Secretary

1. Shall see that notices of all meeting of The Organization and the Board of Directors are issued and that the minutes of such meetings are kept and distributed to the membership.
2. Shall maintain the legal and other non-financial records of The Organization
3. Shall be responsible for all internal correspondence for The Organization.

D. Treasurer

1. Shall be responsible for monitoring the control, receipt, and custody of all assets of The Organization; making deposits of funds collected at club events; ensuring proper and sufficient liability insurance coverage; monitoring disbursements as authorized by the Board of Directors; reporting receipt, use, and disbursements of all assets of The Organization.
2. Shall be responsible for all tax forms, including employee income tax records and filing of all applicable Federal, State and Local tax forms in a timely manner.
3. Shall be responsible for maintaining the Post Office Box and picking up and distributing mail from it on a regular basis.
4. Shall ensure that at least the President, President-Elect, Treasurer, and Secretary of the incoming Board become signatories of the club bank account(s) in a timely fashion for the duration of their term(s) of office.
5. Shall exercise the powers and perform such duties as are usual to this office or as delegated by the President or at the discretion of the Board of Directors.

E. Members-at-Large (Program Representatives)

1. To act as ombudsmen for the concerns of their respective programs and to report the outcome of the Board Meetings to their programs on the issues that concern them.
2. Shall be liaisons with the membership of the relevant programs at lessons, dances and other activities.
3. Shall sustain open channels of communication with dancers, teachers and the Board.
4. Shall coordinate the meeting and greeting of dancers at their respective classes

and/or workshops.

5. Shall be responsible for maintaining a list of participants in each program for the following purposes:
 - a. Making Dance Booklets available for each class program.
 - b. Communication between the Caller and the Board of Directors for determination of who will receive a certificate of graduation from each class.
 - c. Ordering club badges.
 - d. Retention purposes.
6. Shall be in charge of coordination of retention efforts for dancers.
7. Each of these members at large shall be elected by the entire membership of The Organization.
8. Shall exercise the powers and perform such duties as are usual to this office or as delegated by the President or at the discretion of the Board of Directors.

F. Publicity Chair

1. Shall be responsible for all external correspondence for The Organization, including oversight and maintenance of all of The Organization's social media accounts.
2. Shall oversee dissemination of information pertaining to club activities to the wider community.
3. Shall perform other duties as are usual to this office, or as delegated by the President or at the discretion of the Board of Directors.

4.5 Meetings of the Board of Directors

Meetings of the Board shall be held at such time and place as may be determined by the Board. Special meetings of the Board may be called by the President or by one-quarter of the Board Officers at any time. A majority of the Officers of the Board shall be present in person to constitute a quorum for the transaction of business. Acts of a majority of the Officers present at a meeting at which quorum is present shall be the acts of the Board of Directors.

4.6 Removal of Officers

Any Board Officer may be removed from position, without assignment of any cause, by a vote of two-thirds of the other Board Officers at any duly convened meeting of the Board or by a vote of two-thirds of the Members present at any duly convened Meeting of the Members, provided that written notice of intention to consider removal of such Board Officer has been included in the notice of the meeting. No Board Officer shall be removed without having the opportunity to be heard at such meetings, but no formal hearing procedure need be followed.

Any Board Officer who is absent from two consecutive Board meetings without making any report of duties accomplished, either in writing or through contact with a Board Officer present at that meeting, shall be considered to have resigned from the Board and may be replaced as described in Section 4.7.

4.7 Vacancies

The Board shall have the power to fill all vacancies in its Officers for a term that lasts until the next Annual Meeting of The Organization. An Officer appointed to fill the vacancy of the President-Elect position will be called the Vice President, with no assumed right of succession to the Presidency. All appointed Officers shall retain all the remaining powers and duties associated with their Office until new elections are held at the next Annual Meeting.

Article V - Committees

5.1 Establishment

The Board of Directors may establish such standing committees as it deems necessary. Each committee of the Board shall serve at the pleasure of the Board and shall remain accountable to the Board in all its activities. A committee shall be created by the resolution of the Board. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority conveyed by the Board, except that no committee shall have any power or authority as to the following:

- A. The filling of vacancies on the Board
- B. The adoption, amendment, or repeal of the Bylaws (ref Article IX).
- C. The amendment or repeal of any resolution of the Board.
- D. Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

5.2 Appointment and Terms of Chairpersons and Members

The Chair and members of each committee of the Board shall be appointed by the President from among the members of The Organization. The President serves as an ex-officio member of each committee.

5.3 Standing Committees

Standing committees of the Board shall include but not be limited to the following:

- a. Bylaws Committee
- b. Caller Liaison Committee
- c. Facilities Committee
- d. Fly-In Committee
- e. Nominating Committee

5.4 Nominating Committee

The purpose of the nomination committee is to prepare a slate of candidates for election to the Board. The Chair of the committee will be appointed by February 15 each year. The Chair will appoint a minimum of 2 committee members. The committee shall gather information to help identify prospective candidates and actively seek nominations. The committee shall provide the Secretary with a prepared ballot no later than 30 days prior to the Annual Meeting. Members of the Nominating Committee shall

typically serve as Judges of Election.

Article VI - Books and Records

6.1 Records

The Organization shall keep the following books and records:

- A. Records of the proceedings of all meetings.
- B. Bylaws, including all amendments.
- C. Membership register, giving names, addresses and dates of payment of dues.
- D. Books or records of financial accounts and contracts.

Article VII - Annual Report

7.1 Contents of the Report

The Board of Directors shall present annually to the Members, a report, verified by the President and Treasurer, or by a majority of the Officers, showing, in appropriate detail, the following, but not limited to:

- A. Balance Sheet
- B. Statement of Changes of Fund Balances
- C. Income Statement
- D. The number of Members as of the date of the report with a statement of increase or decrease during the year immediately preceding the date of the report. This report shall be filed with the minutes of the Annual Meeting.

Article VII - Fiscal Responsibilities and Transaction of Business

8.1 Fiscal Year

The Fiscal Year of The Organization shall be June 1 to May 31.

8.2 Right to Receive Income

The Organization shall have the right to receive income, and in so doing, may make an incidental profit. All such profits shall be applied to the maintenance and operation of The Organization. In no case shall it be distributed among Members or Board Officers, however The Organization may pay reasonable compensation for services rendered.

8.3 Signatures

All checks, contracts, demands for money, and notes of the Organization, shall be signed by two Officers designated by the Board of Directors.

8.4 Annual Budget

The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenses shall be incurred in excess of total budgetary appropriations without prior approval of the Board of Directors.

8.5 Report of the Financial Operations

A summary report of the financial operation of The Organization shall be made at least annually to the membership and to the public in such form as the Board of Directors shall prescribe.

8.6 Dissolution

A motion to dissolve, disband, or otherwise terminate the existence of The Organization must be approved by a two-thirds vote of the Members. In the event of the dissolution or final liquidation of The Organization, after all liabilities and obligations of the corporation have been paid, satisfied, and discharged, all remaining property and assets of the corporation shall be distributed, conveyed, assigned, or transferred to Organizations which comply with the following conditions: Such Organizations must be organized expressly for the purpose of serving the gay and lesbian community in the Delaware Valley. Such Organizations must be organized and operated exclusively for educational or charitable purposes as contemplated by Section 501(c)3 of the Internal Revenue Code of 1986 as amended.

8.7 Indemnification

The Organization shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of The Organization to procure a judgment in its favor) by reason of the fact that the person is or was representative of The Organization, or is or was serving at the request of The Organization as representative of another Organization, against expenses, judgment, decrees, fines, penalties, or amounts paid in settlement in connection with defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which any of the above named individuals is or may be made party by reason of being or having been such director, officer, or employee. The indemnification may be agreed to provided a determination is made by counsel for the Organization or, in absences of such a determination, by a disinterested quorum of the Board of Directors, that:

a. The director, officer, or employee in question was not, and has not been, adjudicated to have been guilty of misconduct in the performance of duty to The Organization in which the position of director, officer, or employee was held.

b. Such individual acted in good faith in what that person reasonably believed to be the best interest of The Organization.

c. In any matter the subject of a criminal action, suit, or proceeding, such individual had no reasonable cause to believe that his/her conduct was unlawful.

Article IX – Amendments

9.1 The Bylaws may be adopted, amended, or repealed by a vote of the members. Changes may be made at any meeting, provided lawful notice of time, place and purpose has been given to the members. Affirmative vote of a majority of the quorum assembled is necessary for revision.

Article X - Club Callers

10.1 Definition

A Club Caller shall be defined as a person employed or appointed by the Board of Directors to teach classes. A Club Caller may not be elected to the Board of Directors, and may not dictate general club policy. The significant other(s) of a Club Caller elected to the Board of Directors must recuse themselves from making Caller related decisions so as to avoid the appearance of conflict of interest.

10.2 Caller Designations

Club callers may be designated either as Professional or Apprentice or Shadow Callers.

10.3 Professional Callers

- A. A Professional Club Caller is an established Caller hired and paid by the club to instruct classes or perform at non-class dances, or both.
- B. The President of the Board or the Caller Liaison Committee shall be the liaison between the Professional Club Caller and the club, and keep the Caller informed of any changes or relevant discussion related to the Caller's duties as well as relaying the Caller's concerns to the Board.
- C. The relationship between the club and the Caller shall be mutually supportive.
- D. The club will insure, through its contracts with the Caller, steady employment and income. The Caller, in exchange, will offer the club rates lower than normally received for a one-night performance. The Caller also is expected to be available for community events or demonstration performances, as the Caller's time and previously contracted engagements permit.
- E. The Caller is responsible for conducting the classes in a manner that assures maximum performance from the class members.

10.4 Apprentice Callers

An Apprentice Club Caller is a club member who is currently practicing but has not yet become established as a Caller. With the approval of the Board of Directors, this person may ask any Professional Caller hired by the club for the opportunity to call during a dance or class, and may do so at the Caller's discretion. Apprentices also may ask the Board for permission or assistance to schedule opportunities to practice calling for club members outside regularly scheduled dances and classes.

10.5 Shadow Callers

A Shadow Caller is designated by the Board of Directors to serve as a potential understudy for a Professional Club Caller. The Shadow Caller is expected to maintain ongoing communication with their assigned Professional Club Caller about all aspects of the classes in that Caller's purview. Professional Club Callers may arrange for opportunities to mentor and encourage the Shadow Caller by

allocating a small portion of regular class time to the Shadow Caller for the purposes of professional development.

As amended on June 11, 2019