

WEST COUNTY SWING DANCE CLUB, INCORPORATED  
BY-LAWS  
OCTOBER 28, 1987

**REVISION E, December 12, 2007**

**ARTICLE I  
ORGANIZATION**

**SECTION 1. NAME** For all legal and financial purposes, the name of this organization shall be the West County Swing Dance Club, Inc. For all other purposes, it shall hereinafter be referred to by the words “Club” or “Organization”.

**SECTION 2. OBJECTIVES** The primary objectives of this Club are the enjoyment, promotion, and preservation of all styles of swing dancing.

**SECTION 3. OFFICES** West County Swing Dance Club, Inc. shall be incorporated in the State of Missouri as a not-for-profit organization and corporation, and under federal tax status of IRS section 501(C)(7). It shall maintain, in this state, a registered office and a registered agent at such office.

**SECTION 4. EXECUTIVE OFFICERS** The officers of the Club shall be the President, Vice President, Secretary and Treasurer.

**SECTION 5. RULES OF ORDER** “Robert’s Rules of Order” (latest revision) shall govern where applicable, and where they are not inconsistent with the by-laws of the Club.

## **ARTICLE II BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS** The affairs of the Club shall be managed by the Board of Directors and its elected officers.

**SECTION 2. NUMBERS AND POWERS** The Board of Directors, including officers, shall consist of at least seven (7) and not more than fifteen (15) members in good standing with the Club.

**SECTION 3. TERMS OF OFFICE** Terms of office for each Board member will be twenty-four (24) months. Officer's positions are a twelve (12) month term and must be served during the period of service on the Board. Incumbents may succeed themselves. Terms of office shall begin on January 1<sup>st</sup>.

**SECTION 4. ELECTION OF THE BOARD** Board members will be chosen by a vote of the membership in December. Voting will be accomplished by secret ballot. Those wanting to run for the Board will be placed on the ballot between September and November. Individuals wishing to serve on the Board must be a member in good standing for at least one (1) year prior to the date of the election. The terms of current Board members will be staggered, such that, approximately 50% of the Board positions will come to term annually.

**SECTION 5. ELECTION OF OFFICERS** The election of Executive Officers of the Board will be held at the January Board meeting. Voting will be accomplished by a secret ballot. In case of a tie-vote, re-voting will continue until broken. Board members must be present to cast their ballot.

**SECTION 6. VACANCY** In the event that any Board member cannot complete their term of office, the Board position will be filled from within the ranks of the Club by a member who has been in good standing for at least one year, appointment by the President, with the approval of the Board. In the event that any officer, other than the President, cannot complete their term of office, the office will be filled from within the ranks of the Board. If a vacancy arises in the Presidency, the Vice President will assume the duties of the President, until the Board elects a new President, or the end of the term of office shall be reached as decided by the Board.

**SECTION 7. REMOVAL FROM OFFICE** Any Board member may be removed from office for just cause, including but not limited to, malfeasance, nonfeasance, gross negligence in office, or actions detrimental to the Club as a whole. A motion for removal will be brought before the voting representatives at any Board meeting by any member in good standing with the Club. A vote on the motion will be taken at the next official meeting with a two-thirds (2/3)-majority vote of the Board necessary for action.

**SECTION 8. PROPERTY TRANSFER** All officers of the Club and Board members shall, upon completion of their term of office, removal from office, or when their office is declared vacant, deliver to the President all books, papers, video tapes, CDs, DVDs, equipment, and any such other Club property as may be in his/her possession. The President shall be responsible for the distribution of this property to the appropriate officer or Board members. Any Officer or Board member who refuses to return Club property voluntarily shall be subject to legal or disciplinary action as deemed necessary by the Board.

**SECTION 9. RESIGNATION** Any Board member may resign. Such resignation shall not entitle the member to a return of dues upon discontinuance of their membership.

## **ARTICLE III OFFICERS**

**SECTION 1. EXECUTIVE OFFICERS** The Executive officers of the Club shall be a President, Vice President, Secretary, and Treasurer.

**SECTION 2. PRESIDENT, DUTIES OF.** The President shall be the principal executive officer of the Club, in charge of the business and affairs of the Club. The President shall be subject to the advice and consent of the Board. The President shall assure that the resolutions and directives of the Board are carried out, except in those instances in which the responsibility is assigned to another officer or member of the Board. In general, the President shall discharge all duties incidental to the office of the President, and such other duties as assigned by the Board. The President shall preside at all meetings of the Board. All correspondence shall be under the supervision of the President. The President and/or the Board will have authority to appoint any special committee deemed appropriate at any given time whether listed in these by-laws or not. The President shall be an ex-officio member of any committee elected or appointed. The President has the authority to appoint a moderator for a meeting. The President shall be in charge of setting an agenda for each meeting of the Board.

**SECTION 3. VICE PRESIDENT, DUTIES OF** The Vice President shall assist the President in the discharge of his/her duties as the President may direct and shall perform such other duties as may be assigned by the President or the Board. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have the powers of and be subject to all the restrictions upon the office of the President.

**SECTION 4. SECRETARY, DUTIES OF** The Secretary shall maintain a permanent record of the minutes of the Board meetings and see that all notices are duly given in accordance with the by-laws or as required by law. The Secretary shall be the custodian of the Club seal and the Club records, which shall include but not be limited to a current register of the post office address, phone number, the name of each member of the Club, and a current list of all property of the Club and its location. The Secretary shall perform all duties incidental to the office of Secretary and other such duties as assigned by the President or the Board.

**SECTION 5. TREASURER, DUTIES OF** The Treasurer shall be the principal accounting and financial officer of the Club. The Treasurer shall be responsible for the maintenance of the financial records of the Club. The Treasurer shall have charge and custody of all funds, securities, and monies of the Club, and is responsible for the receipt and disbursement thereof; perform all duties incidental to the office of the Treasurer and other duties as may be assigned by the President or the Board. No funds will be expended without prior approval of the Board except those provided for in the by-laws. The Treasurer will be authorized to spend for office supplies, postage, newsletters, printing, long distance phone calls and other administrative costs not to exceed \$2,500. The fiscal year for the Club shall run from January 1<sup>st</sup> to December 31<sup>st</sup>. The Treasurer shall file with the Board and have available monthly financial reports. The Treasurer is responsible for the assembly of the annual operation budget of the new fiscal year to be presented to the Board for approval in November.

## **ARTICLE IV COMMITTEES**

**SECTION 1. COMMITTEES** Committees may be designated by a resolution adopted by a majority of the Board present at a meeting in which a quorum is present. The President of the Board shall appoint the Chairperson of the committee and the Board will vote to approve the President's appointment. Any chairperson or member of a committee may be removed by a majority vote of the Board whenever, in their judgment, the best interests of the Club shall be served by such removal.

**SECTION 2. COMMITTEE MEMBERSHIP** Committee members shall be appointed by the Chairperson and must be a member of the Club in good standing. Each member of a committee shall serve for one year.

**SECTION 3. VACANCIES** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION 4. QUORUM** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum. A committee meeting at which a quorum is present shall act as the full committee.

**SECTION 5. RULES** Each committee may adopt rules for its own governance not inconsistent with these by-laws or with the rules adopted by the Board.

## **ARTICLE V MEMBERSHIP**

**SECTION 1. DUES** The amount of annual dues for membership shall be established by the Board.

**SECTION 2. DOOR FEES** Door fees may be established by the Board allowing differing fees for Members, Reciprocal Members, and Non-Members.

**SECTION 3. TERMINATION OF MEMBERSHIP** The Board, by affirmative vote of two-thirds (2/3) of the entire Board, may terminate a member for just cause. A hearing must be held at an officially scheduled meeting. Fifteen (15) days prior notice of the hearing must be given to the member by registered mail. The notice of termination hearing letter must be signed by two thirds (2/3) of the Board members. Just cause is defined as including, but not limited to; malfeasance, nonfeasance, gross negligence, or actions deemed detrimental to the Club as a whole.

**SECTION 4. RESIGNATION** Any member may resign. Such resignation shall not entitle the member to a return of dues upon discontinuance of their membership.

**SECTION 5. RIGHTS AND ASSETS** No member whose membership is terminated or who resigns will have any right or interest in any Club assets or property except any personal property on loan to the Club.

**SECTION 6. NUMBERS AND POWERS** There shall be no numerical limit to Club membership size.

## **ARTICLE VI MEETINGS**

**SECTION 1. TIME OF MEETINGS** There shall be at least one regular meeting of the Board of Directors each month. The President shall decide the time and place of the regular meetings for the calendar year. Any change in time or place of the regular Board meeting shall require two (2) weeks notice in advance and shall be approved by an informal vote of the Board.

**SECTION 2. SPECIAL MEETINGS** Additional meetings may be called as needed to transact club business. Such meetings may be called either by the President or not less than one third (1/3) of the members of the Board of Directors.

**SECTION 3. NOTICE OF SPECIAL MEETINGS** A notice stating the purpose, place, date, and time of special meetings shall be delivered by mail, e-mail or verbally to all Board members. Notice shall be given five (5) days prior to the meeting.

**SECTION 4. QUORUM, EXECUTIVE BOARD MEETINGS** A quorum of at least 50% of the Board must be present to conduct business. Withdrawal of representatives from any meeting shall not cause failure of a duly constituted quorum at that meeting.

## **ARTICLE VII VOTING**

**SECTION 1. ELECTION BOARD OF DIRECTORS** Members in good standing with the Club according to the by-laws are eligible to vote for the Board of Directors and other issues that necessitate a membership vote according to the by-laws.

**SECTION 2. ELECTIONS** Election to the Board of Directors shall be by a simple majority of all eligible members voting.

**SECTION 3. BY-LAWS** By-laws may be changed by a two-thirds (2/3) majority of all Board members.

**SECTION 4. ABSENTEE VOTING** Absentee voting will be permitted for the general election of the Board of Directors. An absentee voter must show his/her Club card and be a member in good standing before receiving an absentee ballot. The Secretary of the Club shall accept and will keep a record of all those members with absentee ballots and their Club expiration date. An absentee ballot must be received the Monday before the day of the Board election in December.

## **ARTICLE VIII GENERAL RULES**

**SECTION 1. BY-LAW AMENDMENTS** The power to adopt, amend, or repeal these by-laws shall be vested in the Club's Board of Directors. Copies of proposed changes shall be distributed or emailed to all Board Members. Proposed changes will be distributed two (2) weeks prior to a Board meeting and must be read at two (2) successive Board Meetings. A vote will then be taken at the next regular Board Meeting. The by-laws may contain any provision for the regulation and management of the Corporation not inconsistent with law or the Articles of Incorporation.

**SECTION 2. DISSOLUTION** In the event the Corporation dissolves, the President, Vice President, Secretary, and Treasurer shall sell all the corporate property. They shall then distribute all the assets; first to the Club's creditors; and the balance of the remainder to charitable organizations to be decided by the Board at dissolution.

**SECTION 3. PROPERTY** Ownership of all property, and other assets, is vested in the Club and shall be controlled by the Board, to be used solely for Club purposes as established in the by-laws.

**SECTION 4. POLICY** Policies may be adopted on any matter relating to the Club by a simple majority of the Board of Directors present at any Board meeting. The Secretary must maintain a list of policies adopted by the Board.

**SECTION 5. REPRESENTATION.** No one is to represent the Club without approval of the Board.

**SECTION 6. CONTRACTS** The Board may authorize any officer or agent of the Club, in addition to the Executive 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 Club, and such authority may be general or confined to specific instances.

**SECTION 7. GIFTS** The Board may accept on behalf of the Club any contribution, gift, bequest, or device for the general purpose, or for any special purpose, of the Club.

**SECTION 8. WAIVER OF NOTICE** Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Missouri, or under the provisions of the Articles of Incorporation or the by-laws of the Club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**SECTION 9. AVAILABILITY OF RECORDS & INFORMATION** All records, articles and by-laws shall be available to members, attorney or agent assigned thereof, for the inspection of those records, statements, minutes, or records of proceedings, at a time and location convenient to the Club Directors and the above interested persons. However, information pertaining to members' addresses and telephone numbers will not be made available for public knowledge. Copies of the by-laws shall be issued to all Directors and the club will maintain a copy at all the dance parties to be available for inspection by the members.