



WEST COUNTY SWING DANCE CLUB, INCORPORATED BY-LAWS

Established OCTOBER 28, 1987

REVISED OCTOBER, 2018

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, teaching 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. 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. A person on the executive board of another dance club is not eligible to serve on the West County Swing Dance Club (WCSDC) Board.

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 1st. A term limit for the office of President will be three (3) years. The board has the option of extending the term to four (4) years with a majority vote approval. A one (1) year period must pass before a past President may run for the office of president for another term.

SECTION 4. ELECTION OF THE BOARD Board members will be chosen by a vote of the membership annually in November. Voting will be accomplished by secret ballot. Those wanting to run for the Board will be placed in nomination between September 10 and October 10. 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. The process for electing board members is as follows:

- A. A call to the membership for board members will be made at the weekly dance on the third Tuesday in September.
- B. An Election Committee will be formed that consists of a chairperson and at least two other board members not running for reelection.
- C. The election committee will compile the slate of candidates who wish to run for the Board between the third Tuesday in September and second Tuesday in November.
- D. The election committee chairperson will introduce all of the candidates for the Board and read a short paragraph on each candidate at the dance on the third Tuesday of November at the break. (An informational sign and/or flyers about the candidates will be available to the membership.)
- E. Election will be held the fourth Tuesday in November. Active members in good standing will show their membership card and receive a ballot at the election table. The ballot will consist of the slate of candidates previously compiled. A check off list will be used to insure that each club member receives only one ballot.

- F. Members will complete their ballot and immediately turn it in at the election table.
- G. At 9:00 pm an announcement will be made that all voting will be stopped by 9:15 pm.
- H. The election committee will keep two side-by-side tallies to compare totals.
- I. When the votes are tabulated the chair will announce the newly elected members of the board to the membership (if time allows) or the results of the election may be announced at the next regularly scheduled dance.

SECTION 5. 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, selected 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 6. REMOVAL FROM OFFICE

- A. The members may, without cause, remove one or more board member elected by them.
- B. A board member may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.
- C. A board member elected by members may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.
- D. The entire board of directors may be removed under the provisions of subsections 1 to 3 of this section.
- E. A board member elected by the board to fill the vacancy of a board member elected by the club members may be removed without cause by the club members, but not the board.

SECTION 7. 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. Officers and Board Members shall not retain copies of such club property. 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 8. 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. These officers must be a current member of the West County Swing Dance Club board for at least one calendar year. An executive officer of WCSDC may not serve on the Board of any other dance club.

SECTION 2. ELECTION OF OFFICERS The election of Executive Officers of the Board (President, Vice-President, Secretary and Treasurer) will be held within two weeks of the election of the new board members for the following calendar year. 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 3. 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. The President shall have the option of voting on any issue that is resolved by ballot. On motions determined by any other type of voting, the president shall not be allowed to vote except in those cases where it is required to break a tie. The President shall call for a bi-annual financial audit. The audit shall be performed by an Advisory Committee formed according to the rules identified in Article IV, Section 1.

SECTION 4. 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 5. SECRETARY, DUTIES OF The Secretary shall insure that a permanent record of both the minutes of the Board meetings and the club policies is maintained 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 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 6. 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 with the following exceptions: (1) expenses specifically identified in the bylaws and (2) expenses related to ongoing and previously approved Club functions, activities, and operational expenses e.g., regular dance expenses, music license fees, insurance premiums, office supplies, postage, newsletters, printing and other administrative costs. The fiscal year for the Club shall run from January 1st to December 31st. 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 in November of the current fiscal year. The budget shall be voted on in December of the current fiscal year to be effective January 1 of the next fiscal year.

ARTICLE IV COMMITTEES

SECTION 1. ADVISORY COMMITTEES

- A.** Creation of Advisory Committees. Advisory 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 purpose of an Advisory Committee shall be to investigate, report upon and make recommendations about topics or subjects within such time and in such manner as designated by the Board in the resolution creating such Advisory Committee. Any such resolution may be altered, amended, modified or revoked whenever the Board, in its judgment, the best interests of the Club shall be served by such alteration, amendment, modification or revocation.
- B.** Appointment of Chairperson and Removal by the Board. The President of the Board shall appoint the Chairperson of the Advisory Committee subject to approval by the Board of Directors. Any chairperson 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.
- C.** Appointment of Advisory Committee Members and Removal by Board. Advisory Committee members shall be appointed by the Chairperson and must be a member of the Club in good standing. Each member of an Advisory Committee shall serve for one year. This time period shall be from the date of such appointment as reported by the Chairperson to the Board. Any Advisory Committee member may

be removed by a majority vote of the Board whenever, in its judgment, the best interests of the Club shall be served by such removal.

- D. Vacancies.** Vacancies in the membership of any Advisory Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- E. Quorum.** Unless otherwise provided in the resolution of the Board designating an Advisory Committee, a majority of the whole committee shall constitute a quorum. An Advisory Committee meeting at which a quorum is present shall act as the full committee.
- F. Advisory Committee Rules.** Each Advisory Committee may adopt rules for its own governance not inconsistent with these by-laws or with the resolution creating the Advisory Committees as ~~rules~~ adopted by or later amended by the Board.
- G. Limitation of Authority.** Advisory Committees shall not exercise any power or authority of the Board.
- H. Termination.** Advisory Committees shall serve at the discretion of the Board which may terminate the Advisory Committee whenever, in its judgment, the best interests of the Club shall be served by such termination.

SECTION 2. COMMITTEES OF THE BOARD.

- A. Creation.** The Board of Directors may create one or more Committees of the Board and appoint members of the Board of Directors to serve on them. Each Committee of the Board shall have two or more board members, who serve at the pleasure of the Board of Directors. The creation of a Committee of the Board and appointment of members to it must be approved by a majority of all the Board of Directors in office when the action is taken.
- B. By-Laws.** Provisions of these by-laws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to Committees of the Board and committee members as well.
- C. Authority of Committees of the Board.** To the extent specified by the Board of Directors or in the By-Laws, each Committee of the Board may exercise the Board of Director's authority.per Mo Rev. Stat. §355.406.
- D. Prohibitions on Authority of Committees of the Board.** A Committee of the Board may not:
 - a.** Authorize distributions to members, directors, officers, agents or employees except in exchange for value received;
 - b.** Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets;
 - c.** Unless otherwise stated in the By-Laws or Articles of Incorporation, elect, appoint or remove members of the Board of Directors or fill vacancies on the Board of Directors or on any of its Committees of the Board; or
 - d.** Adopt, amend or repeal the Articles of Incorporation or the By-Laws.

ARTICLE V MEMBERSHIP

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

SECTION 2. ENTRANCE FEES Entrance fees for club events may be established by the Board, allowing differing fees for Members, Midwest Swing Dance Federation Sister Club 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 Board meeting. Fifteen (15) days prior notice of the hearing must be given to the member by registered mail specifying the reasons for terminations. The member subject to such termination shall be notified of his or her right to respond in writing not less than five days prior to the Board meeting. 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. Termination of membership shall be effective immediately upon the affirmative vote of the Board.

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.

SECTION 7. LIFETIME MEMBERSHIP A lifetime membership to WCSDC shall be awarded to any member who serves as President of WCSDC for at least one year. Lifetime memberships may be awarded to other members of the club who have provided exceptional service to WCSDC as determined by the Board of Directors.

ARTICLE VI MEETINGS

SECTION 1. TIME OF BOARD 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 BOARD 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 BOARD 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 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.

SECTION 5 . GENERAL MEMBERSHIP MEETINGS General Membership meetings may be held as part of scheduled dances. Any issue or vote that requires the participation of the general membership is handled during these meetings. Per Article II, Section 4, a General Membership Meeting is held the 4th Tuesday of November in order to elect board members for the following year.

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. ABSENTEE VOTING Absentee voting may be permitted for the general election of the Board of Directors. but it is not required that absentee voting be allowed. 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 by the chairperson of the election committee by the Monday before the day of the Board election in November.

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. Approval of any bylaw revision requires a two-thirds (2/3) majority of those Board members present when the vote is taken. 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 will be

reviewed at the next regular Board Meeting. A vote will then be taken. 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 defined by the Board.

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 Board Members and the above interested persons. However, information pertaining to member addresses, emails and telephone numbers will not be published. Bylaws will be available to the general membership.

SECTION 10. EFFECTIVE DATE This revision of the By-Laws of the West County Swing Dance Club is effective from and after October 10, 2018. This revision is a complete restatement of the By-Laws of the Club such that any prior revisions shall have no force and effect from and after the effective date hereof. Subsequent amendments to these By-Laws shall set forth an effective date for such amendments.

SECTION 11. EXTERNAL AUDIT A financial review by external auditors shall occur every 10 years or at a change in treasurer or per the recommendation of the bi-annual audit committee