

CONSTITUTION AND BY-LAWS
OF THE
EAST TEXAS SQUARE AND ROUND DANCE ASSOCIATION
INCORPORATED

ARTICLE I - NAME

The name of the organization shall be the **EAST TEXAS SQUARE AND ROUND DANCE ASSOCIATION, INCORPORATED**; hereinafter sometimes referred to as The Association.

ARTICLE II - PURPOSE

The purpose of The Association is to promote all phases of square and round dancing, including but not limited to the following:

- a. Assisting with the organization of Clubs;
- b. Assisting in the development of callers/cuers and music; and
- c. Keeping square and round dancing available for all member Clubs

ARTICLE III - NATURE AND POWERS

SECTION 1 NATURE OF ORGANIZATION The Association is organized as an incorporated, nonprofit Association.

SECTION 2 POWER The Association shall have all powers necessary or proper to direct, manage and control its business, property, and funds; and shall have all powers necessary or proper to do all things required to accomplish the purposes for which it was organized.

SECTION 3 DISTRIBUTION OF ASSETS UPON DISSOLUTION Upon dissolution, all of The Association's assets shall be distributed to an organization or organizations with similar purposes to that of The Association, if possible.

SECTION 4 PERMISSIBLE ACTIVITIES AND USES OF ASSETS No part of the net earnings of The Association shall be used to the benefit of any Director of The Association, Officer of The Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for The Association affecting one or more of its purposes), and no Director or Officer of The Association, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of The Association. No substantial part of the activities of The Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and The Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV - INDIVIDUAL MEMBERS

SECTION 1 TYPES OF INDIVIDUAL MEMBERSHIP Each individual Member of The Association must be classified as one of the following:

- a. **Active Member.** Active members shall have all rights and privileges of membership in The Association and those granted by the Club in which he or she is a member. Only Active Members may serve as Elected Officers or Delegates to The Association. Any person who meets the following requirements is classified as an Active Member of The Association:
 - 1) The person is a member of a Member Club;
 - 2) The person's dues are paid for the current year.
- b. **Associate Member.** Any person who is not a member of a Member Club, but who desires to participate in the activities of The Association may become an Associate Member. Callers/Cuers can only be Associate Members. Associate Members shall have the rights and privileges of membership in The Association and those granted by the Club in which he or she is a member, but may not serve as an Elected Officer or Delegate to The Association. Dues shall be paid to The Association by the Associate Member or by the Club to which they are affiliated.
- c. **Dual Member.** A Dual Member is a person who is a Member of more than one Member Club. A Dual Member is responsible for paying the required annual dues of all Clubs of which he or she is a member. Only one of a Dual Member's Club memberships will be considered the Active Membership.

SECTION 2 DUES Each Member Club shall collect dues for each individual Member and remit them to The Association. Dues for new members shall be due and payable upon joining. Dues for renewing Individual Members shall be due and payable on May 1st of each year and shall be remitted to The Association no later than that date. Each Member Club may charge additional dues for membership in that Club. The amount of dues payable to The Association for each individual Member shall be determined by the Board.

SECTION 3 EXPULSION OF INDIVIDUAL MEMBERS The Board of Directors may, by a three-quarter vote at any meeting, expel an Individual Member for good cause. The President or any two Elected Officers may by written notice place the expulsion of any Member on the agenda for a future meeting. If a Member's expulsion is placed on the agenda, the President shall notify the Secretary, who shall send written notice to the Member whose expulsion is to be considered. Said notice shall be by certified mail, mailed at least ten days in advance of the meeting. Said notice shall include notice of the proposed expulsion and the grounds for expulsion, as well as the time and place of the meeting at which expulsion is to be considered. The Member shall also have the opportunity to be heard at the meeting at which expulsion is to be considered. A Member who has been expelled is not eligible for any kind of membership, but a Member may be reinstated by a two-thirds vote at a regular meeting.

ARTICLE V - MEMBER CLUBS

SECTION 1 ELIGIBILITY Membership in this organization shall be open to any local square or round dancing Club composed of ten or more Members or Associate Members, which pays the annual dues to The Association and whose Constitution or By-laws are not in conflict with those of The Association.

SECTION 2 REQUIRED DANCES A Member Club must hold at least nine (9) dances per year.

SECTION 3 APPLICATION FOR MEMBERSHIP Those square or round dance Clubs which provide the following to the Secretary shall be granted temporary status as a Member Club in The Association with all rights, duties, and privileges of permanent Member Club status, effective until the next Board of Directors meeting.

- a. The name, address, telephone number, and e-mail address (if available) for each Active Club Member or Associate Member;
- b. A copy of the Club Constitution and By-laws (which shall not be inconsistent with the Constitution of The Association);
- c. The names, addresses, and telephone numbers of all Club Officers and Delegates to The Association Board of Directors. Associate Clubs/Members may not be delegates;
- d. A completed Application for Membership form; and
- e. Full payment of dues for the Member Club and each individual Member as set forth herein.

Permanent status as a Member Club or Associate Member Club shall be granted at the next Board of Directors meeting unless the Board of Directors votes, for good cause, to deny said status.

SECTION 4 CONTINUING CHARTER REQUIREMENTS In order to continue as a Member Club or an Associate Club, each Club must submit the following to the Secretary of The Association by May 1st.

- a. The name, address, telephone number and e-mail address (if available) for each Active Member or Associate Member;
- b. The name, address, telephone number and e-mail address (if available) and title of each Club Officer; and
- c. Full payment of dues for the Member Club or Associate Club and each individual Member as set forth herein.

SECTION 5 AMOUNT OF DUES Each Club shall pay annual dues to The Association in an amount to be determined by the Board. Dues for all Clubs shall be received by The Association on or before May 1st of each year. (See Standing Rules for amount in effect)

SECTION 6 REVOCATION OF CHARTER The Board of Directors may by a three-quarters vote at any meeting revoke the charter of any Member Club, for good cause. The President or any two Elected Officers may by written notice place the revocation of the charter of any

Member Club on the agenda for a future meeting. If the revocation of a Club's charter is placed on the agenda, the President shall notify the Secretary, who shall send written notice to the President of said Club. Said notice shall include notice of the proposed revocation and the grounds therefore, as well as the time and place of the meeting at which the revocation is to be considered. The Club shall also have the opportunity to be heard at the meeting at which expulsion is to be considered. The charter of any Club may be reinstated by a two-thirds vote at a regular meeting. "Good cause" as used in this Section shall include, but not limited to, the following:

- a. Failing to fulfill the Continuing Charter Requirements set forth above;
- b. Adopting a Constitution or By-Laws which are inconsistent with this Constitution; or
- c. Other conduct which is in violation of this Constitution or which is detrimental to the welfare of The Association.

SECTION 7 ASSOCIATE MEMBER CLUBS An affiliated organization that desires to participate in the activities of The Association but does not meet the criteria for a Member Club, ie holding 9 dances per year, may apply for Associate Club Membership. Associate Club Members shall have all the rights and privileges of membership in The Association except they do not have a voice on the Board of Directors as the Associate Club has no votes.

ARTICLE VI - OFFICERS

SECTION 1 FUNCTION Each Officer shall be responsible for management of The Association within the areas of responsibility as set forth below, subject to the approval of the Board of Directors. At each regular Board of Directors meeting, the Officers shall report on their areas and on any actions taken and the Board shall approve or disapprove of the actions of the Officers.

SECTION 2 ELECTED OFFICERS Each Elected Officer shall hold office beginning July 1 (or beginning when Elected by the Board to fill a vacancy), and shall serve until his or her successor takes office. The Elected Officers of The Association shall consist of the following;

- a. **President.** The President shall be the Chief Executive Officer of The Association. The President shall be deemed to be an ex-officio member of all Committees. The powers and duties of the President shall include but not be limited to the following.
 - 1) To supervise and coordinate the activities of The Association in conjunction with the Board of Directors;
 - 2) To appoint committees and members of those committees;
 - 3) To create or terminate official non-elected officers and appoint persons to such positions;
 - 4) To bestow honors on behalf of The Association;
 - 5) To call, give proper notice of, set agenda for, and preside at regular and special Board of Directors meetings and hold an executive meeting before each quarterly meeting, preferably three weeks before the quarterly meeting;
 - 6) To exercise any other powers customarily associated with such office; and
 - 7) To present a budget for approval by the Board of Directors at the June meeting preceding the July that the President takes office.

- b. **Vice President.** The Vice President shall perform such duties as the President shall designate; shall in the absence of the President perform the duties of the President; and shall serve as a liaison between The Association and other square and round dance organizations.
- c. **Treasurer.** The Treasurer shall receive, expend and account for the funds of The Association under the supervision and control of the Board of Directors. The Treasurer shall maintain a checking account on behalf of The Association, which shall be insured by the Federal Deposit Insurance Corporation (FDIC), and may establish additional accounts as needed. The Treasurer shall maintain all financial records of The Association. Any account maintained by The Association shall require the signature of the Treasurer (or Assistant Treasurer) and one of the following three Officers, the President, Vice President, or Secretary. Furthermore, the Treasurer shall submit a written report at each regular Board Meeting. Subject to the control and supervision of the Board of Directors the Treasurer may appoint an Assistant Treasurer. Each year the President shall appoint an Audit Committee, and during the month of June, the Treasurer shall submit the books and records for approval by said Committee.
- d. **Secretary.** The Secretary shall record the votes and minutes of all proceedings of The Association, shall attend to all correspondence, shall keep the mailing list of individuals and Club Members current, and shall perform such other duties as may be designated by the President. The Secretary may appoint assistants if necessary and desirable for the efficient performance of the duties.
- e. **Area Vice Presidents.** Area Vice Presidents (AVP'S) shall serve as the representative on the Board from their areas and as the liaison Officer between the President and the Clubs in their Area. Each AVP shall visit each Club in his or her area at least once per quarter, shall attend all special or festival dances in his or her area if possible, shall make information and written materials available to the Clubs in his or her area, and shall provide information to individual Members and Clubs in their areas on request. Each AVP shall begin his or her term July 1 and shall serve until his or her successor takes office.
- f. **Delegates.** Each Delegate shall attend and participate in all Board Meetings, if possible; serve on committees and perform other assigned duties; and exercise his or her vote on behalf of the Member Club of which that Delegate is a member. The term for each Delegate shall be determined by the Club of which that Delegate is a member.

SECTION 3 PROCEDURES FOR ELECTIONS The following procedures shall apply to elections:

- a. **Nominating Committee.** The President shall appoint one Delegate from each Area , to be confirmed by the Board of Directors, to serve as a Nominating Committee. These appointments shall be made at the December Board Meeting. The President shall serve as an ex-officio member of the Committee. At least thirty (30) days before the March Board Meeting, the Committee shall have written recommendations identifying qualified candidates for each Elected Office. If a vacancy occurs on the Committee, the President will appoint someone else to fulfill that role preferably from the same area of the vacancy.

- b. **Order of Election.** All Elected Officers shall be elected at the March Board Meeting of the Association in the order in which they are listed in this Article. Additional candidates may be nominated from the floor.
- c. **Voting.** Each Delegate shall cast one vote for each office. Each Club has a total of three (3) votes. The Past Presidents Committee has a total of three votes. The Office of President, Vice President, Secretary and Treasurer have one vote for each office. Officers except the President shall vote. If an election results in a tie, the President shall cast the tie-breaking vote, after consulting with the other Officers. Election shall be by a simple majority of all the Active Members present. The quorum requirement for elections is ten (10) active Members present. If a majority is not obtained on the first ballot for any office, an immediate run-off election shall be held between the two candidates receiving the most votes on the first ballot.
- d. **Contested Races.** Voting in contested elections shall be by secret ballot in writing. Prior to voting in any contested race, the President shall set a time limit for all campaign speeches for that office and shall inform all candidates of the limit. The President shall appoint at least three (3) tellers from different Clubs, who shall dispense, collect and tabulate the votes.
- e. **Election of Area Vice President.** The procedures in the preceding parts of this Section shall not apply to the election of AVP's. That election shall be governed instead by this subsection. Following the elections at the March Board Meeting, the Delegates from each Area shall meet and elect an AVP for that Area. Each Area may designate its own procedures for election of AVP's. If an Area does not designate its own procedures, then the procedures set forth in subsection b, c and d above shall govern, except that all references to "President" shall refer to outgoing AVP.

SECTION 4 LIMITATIONS ON HOLDING ELECTED OFFICE Subject to the other provisions of this Section, any Active Member of a Member Club may run for an Elected Office. The following limitations shall apply to any person holding elected office in The Association.

- a. **Elected Officers from the Same Club.** No more than two (2) Officers shall be elected from the same Club unless additional Officer Candidates are unopposed;
- b. **Holding Multiple Offices simultaneously.** No person may hold two Elected Offices simultaneously.
- c. **Limit of One Term.** No Elected Officer may serve more than one (1) term in the same office unless unopposed for the subsequent term or terms.
- d. **Serving as President and as Club President.** No person shall serve simultaneously as President of the Association and as President of a Member Club. This shall not preclude a person holding the office of President of a Member Club from running for President. However, before accepting the position of President, either by election or by succession, a person must resign his or her position as President of a Member Club.

SECTION 5 APPOINTED OFFICERS All Appointed Officers shall be appointed by the President, subject to approval by the Board of Directors and shall hold temporary title to the office until the Board of Directors approves or disapproves of the appointment. Each Appointed Officer shall serve from the time of the appointment to office until his or her successor takes office.

SECTION 6 VACANCIES An office may be declared vacant by the President if the Officer holding the office is absent from two or more meetings of the Board of Directors. However, such officeholder may be reinstated for good cause, upon the vote of three quarters (3/4) of the voting members of the Board of Directors who are present at that Board Meeting. Additionally, an office shall be deemed vacant should no eligible candidate be elected to that office or if the officeholder resigns. If an office is vacant, that office shall not be considered when determining a quorum of Elected Officers. If any elected office becomes vacant for any reason, the President shall appoint a person to fill the vacancy. If the office of President becomes vacant for any reason, the Vice President shall assume the duties and title of that office, and the Board of Directors shall fill the vacancy in the office of Vice President.

SECTION 7 SUSPENSION OR REMOVAL OF ELECTED OFFICERS The Board of Directors may, by a vote of three quarters (3/4) of the members of the Board who are present at that Meeting, suspend or remove an Elected Officer from office for good cause. Good cause shall include but not be limited to failing or ceasing to perform the duties of the office, or ceasing to be a Member of The Association. The President or any two (2) Elected Officers may, by written notice, place the suspension or removal of any Elected Officer on the agenda for a future meeting. If an Elected Officer's suspension or removal is placed on the agenda, the President shall notify the Secretary, who shall send written notice to the Officer whose suspension or removal is to be considered. Said notice shall be by certified mail, mailed at least ten (10) days in advance of the meeting. Said notice shall include notice of proposed action and the grounds, as well as the time and place of the meeting at which suspension or removal is to be considered. The Officer shall also have the opportunity to be heard at the meeting at which the suspension or removal is to be considered.

SECTION 8 SUSPENSION OR REMOVAL OF APPOINTED OFFICERS The President may suspend or remove any Appointed Officer from Office with approval of the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1 VOTING MEMBERS The voting members of the Board of Directors shall be the Elected Officers of the Association (with the exception of the President who shall vote only in the case of a tie after consulting with the other Officers), the President of the Member Clubs (except that a Member Club whose President is an Associate Member shall appoint an additional Delegate to serve in his or her stead), and two Delegates appointed (or elected) by each Member Club, and the Past Presidents committee which has three votes. An alternate Delegate may serve as a Delegate if the person appointed as a Delegate for that Member Club is not present. Names of Delegates and alternates must be on file with the Association Secretary in order to vote. Presidents may choose other alternates to vote if a signed statement is received by the Secretary. No club may have more than a total of three votes.

SECTION 2 POWERS The Board of Directors shall be responsible for the management of all activities of The Association, subject to the other requirements of this Constitution. The Board of Directors shall have all powers necessary to carry out these duties. All expenditures must be

approved by the Board, although this may be done in advance by approving a budget. The Board of Directors shall have the power to authorize an independent audit at any time.

SECTION 3 OPEN MEETINGS The meeting of the Board of Directors shall be open to all Members and Associate Members of The Association.

SECTION 4 QUORUM A quorum for meetings of Board of Directors shall be 10 active members. Associate Members do not count toward a quorum.

SECTION 5 MEETINGS The Board shall conduct at least four (4) regular meetings on a quarterly basis in September, December, March and June. The President or any two (2) voting members of the Board of Directors shall have the right to call a meeting of the Board by providing not less than ten (10) days notice thereof to all members of the Board. Such notice may be waived by consent of each voting member who did not receive such notice.

SECTION 6 PRESUMPTION OF ASSENT Any member of the Board of Directors who is present at a meeting of the Board at which any action is taken shall be presumed to have assented to the action taken unless:

- a. His or her dissent is entered in the minutes of the meeting;
- b. He or she files a written dissent to such action with the person serving as Secretary of the meeting, before adjournment of that meeting; or
- c. He or she forwards a written dissent to such action to the Secretary of the Association immediately after the adjournment of the meeting.

A Board member who votes in favor of such action shall not have such rights of dissent.

SECTION 7 ADVISORY COMMITTEE The Advisory Committee which consists of Past Presidents of the Association shall advise the President and Board as needed. Organization of this Committee shall be provided for in the Standing Rules.

SECTION 8 STANDING RULES The Board may by a majority vote adopt Standing Rules which shall be in place until repealed or amended. In the event of a conflict between this Constitution and the Standing Rules, the Constitution shall prevail.

ARTICLE VIII - STATE ASSOCIATION

SECTION 1 STATE AFFILIATION The Association shall be and will remain an affiliated organization of the Texas State Federation of Square and Round Dancers and shall comply with its Constitution and By-Laws.

SECTION 2 DELEGATES TO STATE MEETINGS The President, Vice President and a delegate elected at large shall be Delegates to all State Meetings during their terms of office. The President may appoint Alternate delegates if necessary.

ARTICLE IX - MISCELLANEOUS

SECTION 1 VOTE REQUIRED Whenever these By-Laws require approval of any action or decision, whether by the Board of Directors or any other body, then that approval shall require a majority vote of the Members of that body present, unless otherwise stated.

SECTION 2 PROXIES Proxies are not allowed.

SECTION 3 NON-DISCRIMINATION The Association opposes any type of discrimination based on race, color, sex, national origin or religious belief. The right of any person to be a Member of The Association shall not be abridged on account of these factors.

SECTION 4 INTERPRETATION Any dispute or question concerning the interpretation or meaning of the Constitution shall be determined by the Board of Directors. The Board of Directors should consult the opinions of all Past Presidents, if necessary. The Parliamentarian shall make a ruling if such a disagreement occurs. The matter should be tabled until the next meeting of the Board of Directors. All delegates should be informed that the discussion shall be introduced at the next meeting of the Board of Directors.

SECTION 5 PARLIAMENTARY PROCEDURE Except where inconsistent with this Constitution, all meetings shall be governed by the most recently revised edition of Robert's Rules of Order.

SECTION 6 COPY OF CONSTITUTION AND BY-LAWS A copy of the Constitution shall be provided to any Member or Member Club by the Secretary, upon request.

SECTION 7 DEFINITIONS As used in this Constitution, the following definitions shall apply.

- a. **The Association** – THE EAST TEXAS SQUARE AND ROUND DANCE ASSOCIATION, Inc.;
- b. **Caller/Cuer** – any person who is a member of any Caller or Cuer Association or who is compensated for calling;
- c. **Charter** – a Club's status as a Member Club;
- d. **Club President** – the chief Elected Officer of a Member Club whether called President or otherwise;
- e. **Square Dancing** – includes both square and round dancing;
- f. **Board of Directors** – The three delegates from each Club, Past Presidents Committee and the Executive Board;
- g. **Executive Committee** – The President, Vice President, Secretary, and Treasurer elected by the Board of Directors;
- h. **Associate Club** - A club that has ten Active Members or Associate Members with dues paid to The Association but does not hold 9 dances per year. Members of these clubs are not eligible to vote at Board of Directors meetings and may not hold an Office in The Association;

- i. **Associate Member** – One who pays associate membership dues to a club in The Association and those dues are remitted to The Association but the member has no voting privileges;
- j. **Active Member** - A dues paying member of a Member Club with dues remitted to the Association;
- k. **Voting Member** - An active member of a Member Club with dues remitted to The Association with all rights and privileges of active membership

SECTION 8 FISCAL YEAR The fiscal year of The Association shall be from July 1 through June 30.

SECTION 9 INDEMNIFICATION AND INSURANCE The Association may provide indemnification to any of its Officers or Members and may purchase and maintain insurance as needed or desired.

SECTION 10 ROSTERS The roster shall be available for mailing the newsletter and for giving notice of meetings or other notices required by this Constitution. The roster or any mailing list of The Association or of any Club shall not be furnished to any person or entity or used for any other purpose without the prior approval of the Board of Directors.

SECTION 11 USE OF ASSOCIATION NAME Any person or entity employing the name of The Association must have the prior approval of the Board of Directors.

SECTION 12 NOTICE Whenever notice is requested by this Constitution, it may be given by telephone or by U. S. mail sent to the last known address of the recipient, sent at least seven (7) days in advance.

ARTICLE X - AMENDMENT

Any proposed amendment to this Constitution shall be submitted in writing to the Secretary at any Board meeting. The Amendment shall be considered at the next Board Meeting except that in exigent circumstances the Board may by a three quarters (3/4) vote approve consideration of the proposed amendment at the Board Meeting at which it is proposed. Immediately prior to consideration of any amendment, the Secretary shall read the proposed amendment aloud or distribute it in writing to all Board Members at the Board Meeting. After two readings before the Board of Directors, the amendment shall be adopted on an affirmative vote in favor of the amendment by not less than two-thirds (2/3) of the voting members of the Board who are present at the meeting.

CERTIFICATION

Approved and adopted on this the 19th day of December 2009.

President Carolyn Grace

President

12/19/09

Date

Theresa Jayen

Secretary

12/19/09

Date

Dolores G. McMahon

Parliamentarian

12/19/09

Date

This Constitution approved and adopted on 12/19/09 replaces any previous Constitution and Amendments.