

DAVIDSONVILLE DANCE CLUB, INC.

BYLAWS

ARTICLE I. NAME AND LOCATION

SECTION 1. NAME

The name of the Club shall be: Davidsonville Dance Club, Incorporated, hereinafter referred to as the Club.

SECTION 2. INCORPORATION

The Davidsonville Dance Club shall be incorporated as a non-profit corporation under the laws of the State of Maryland.

SECTION 3. PRINCIPAL OFFICE

Its principal office shall be at the residence of the incumbent president. Its mailing address shall be as arranged by the Board.

SECTION 4. OTHER OFFICES

Any other offices for the transaction of business shall be located at such places as may be decided by the Board.

ARTICLE II. PURPOSE OF THE CLUB

The purpose of the Davidsonville Dance Club shall be the furtherance of interest in and the practice of Ballroom Dancing. To that end the Club may, from time to time, foster and provide dance classes and social dances at times and places deemed appropriate by the Board. Social Dances and classes may be held at Ford Hall in the Davidsonville Family Recreation Center and at such other locations and times as may be deemed appropriate by the Board. The Board may also foster such other social activities at places and times deemed appropriate by the Board.

ARTICLE III. BOARD OF DIRECTORS AND OFFICERS

In all following paragraphs and provisions where the word "He" appears the word "She" shall also be included by inference. Where the word "his" or "him" appears the word "hers" or "her" is included by inference.

SECTION 1. MANAGEMENT

The affairs of the Club shall be managed by a Board of Directors, herein after referred to as the Board which shall consist of the elected officers of the Club.

Each new board should divide management responsibilities not enumerated here, detailing these in a separate document that should be made available to the membership. Such responsibilities include, but are not limited to, managing Saturday evening dance parties, scheduling classes and dances, acquisition of supplies, representation in the managing board of the Davidsonville Family Recreation Center, etc.

SECTION 2. OFFICERS

The elected officers of the Club shall consist of the President, Vice-President, Secretary, and Treasurer.

SECTION 3. ELIGIBILITY

Any member of the Club in good standing is eligible to be an officer.

SECTION 4. TERM OF OFFICE

The term of office for officers of the Club shall be one year.

SECTION 5. PRESIDENT

The President of the Club shall preside at all meetings of the Board of Directors and of the General Membership.

He shall present at each annual meeting of the Membership a report on the condition of the Club.

He shall cause to be called regular and special meetings of the Board and/or the Membership in accordance with the ByLaws.

He shall appoint and remove, employ and discharge, all servants, agents, employees and clerks of the Club other than the duly elected officers, subject to the approval of the Board.

He shall make and sign all contracts and agreements in the name of the Club.

He shall appoint such committees as deemed necessary for the efficient operation of the Club.

He shall see that the books, reports, statements and certificates required by the statutes are properly made, filed and kept up to date according to law.

He shall enforce these ByLaws and perform all the duties incident to the position of office and which may be required by law.

SECTION 6. VICE PRESIDENT

During the absence or incapacity of the President to render or perform his duties or exercise his authority as defined in these ByLaws or in the Acts under which this corporation is chartered, the same shall be performed by the Vice President and, when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President. He shall perform such other duties as may be assigned by the President.

SECTION 7. SECRETARY

The Secretary shall take down and transcribe minutes of all Board and Membership meetings and shall keep all minutes in perpetuity. Minutes being legal record of business transacted at meetings, they shall reflect that previous minutes were read, the rendering of Treasurer's report, committee reports and all motions made, whether they are passed or not. General discussions not leading to a motion or other form of legal business need not be included in the minutes unless so directed by the President. These minutes shall be made available to the membership upon request.

He shall maintain the roll of membership in the Club and issue membership cards.

He shall give and serve all notices of the Club and be responsible for all correspondence on behalf of the Club. He shall deliver to the Board all correspondence addressed to the Club.

SECTION 8. TREASURER

The Treasurer shall have care and custody of all funds and securities of the Club. He shall receive and disburse all Club monies and shall see to it that all legitimate obligations of the Club are promptly paid. Any member of the Club requiring reimbursement for expenditures made on behalf of the Club shall present the Treasurer with an appropriate receipt.

He shall provide a financial report to the Board at each meeting and shall provide an annual report on the financial condition of the Club at the annual membership meeting. The Treasurer shall make a report once per month. This report will be available at the registration desk at each Saturday night dance.

He shall keep correct books and records of the accounts of the Club and shall submit those books and records for audit at the direction of the President.

He shall do and perform all duties appertaining to the office of Treasurer including, but not limited to, the filing of necessary forms and reports with the State of Maryland and the U.S. Internal Revenue Service.

Except in case of emergency he shall not make expenditures of more than \$100.00 (one hundred dollars) without the approval of the Board. In the case of regular or anticipated expenditures such as Hall Rental and insurance premiums, the Board may grant blanket authorization for an entire year.

SECTION 9. REMOVAL FROM OFFICE

In the event that any officer leaves the Board, either by being removed or by resignation, the vacancy shall be filled as prescribed in Article VII below.

Subsection 1: Removal by the Board

Any officer who shall miss three consecutive Board meetings or any four Board meetings in one calendar year shall be subject to removal from office. The Board may excuse any member from attending a meeting for any reason deemed sufficient by the Board and such excused absence shall not count against the absent member.

Any officer may be removed from the Board for cause by a unanimous vote of the other three officers.

Subsection 2: Recall by the Membership

The membership may recall an officer by submitting a written **Petition of Recall** with at least twenty signatures of current, active, members to the President (or to the Vice President in the event that the President is being recalled). The President or Vice President shall in turn schedule a Special Membership Meeting as prescribed in Article VI to debate and vote upon the Recall. A $\frac{3}{4}$ vote of those members present and voting is required to remove an officer.

SECTION 10. OFFICER CONFLICT OF INTEREST

Any member of the Board that has a financial, personal, or official interest in any matter before the Board of such nature as to prevent or appear to prevent the member from acting in the best interest of the Club shall recuse himself from any discussion and/or vote upon the matter.

SECTION 11. PERQUISITES OF THE BOARD

Except as explicitly enumerated here, members of the Board shall not be compensated for the time they spend performing their duties for the Club. They shall not pay the admission fee for regular Saturday night dances and the New Years Eve dance.

A Board member may pay half price for up to one class per week, apart from waived fees resulting from acting as a class representative.

Perquisites may be added only through official amendments to these ByLaws as described in Article VIII.

ARTICLE IV. MEMBERSHIP

Any person who is interested in the activities of the Club may be eligible for membership in the Club upon payment of dues. No person shall be denied membership in the Club because of race, religion, ethnic or national background, sexual preference or for any other reason which would be in contravention of the Equal Opportunity laws of the United States or the State of Maryland.

Persons who become disruptive or abusive at Club functions may be asked to leave that function, and repeated behavior of that nature may lead to termination of their membership in the Club, with refund of their dues, only by unanimous vote of the Board.

For those persons who have rendered exceptional service to the Club, the Board may confer Honorary Lifetime Membership upon them. Honorary Lifetime membership shall carry all the privileges of membership except the right to make motions, to vote at meetings or to hold office in the Club. Honorary Lifetime Members shall be exempt from paying annual dues.

ARTICLE V. DUES AND ADMISSION

The amount of annual dues shall be fixed by the Board.

The admission fee to each activity shall be fixed by the board. The Board may waive all or part of the admission fee for activities for individual members of the Club. For example, half the class fee is waived for the Club representative to a class. The admission fee to a dance party for the greeters is typically waived. Such a waiver requires a formal vote of the Board. However, in accordance with Section 11, the Board may not vote to extend such a waiver to members of the Board.

ARTICLE VI. MEETINGS

The Board shall meet not less than six times per calendar year to conduct the business of the Club. The meetings shall take place at a time and place agreeable to a majority of the members of the Board.

A General Membership Meeting shall be held at least once a year at which time election of officers and such other business which shall properly come before the Club may be transacted.

A SPECIAL MEETING may be called by the President at any time to transact such business as may come before the Club. A SPECIAL MEETING may also be called upon the submission of a written request signed by 10 (ten) members of the Club in good standing. The written request must state the reason for requesting the Special Meeting and what business it is expected will be transacted at that meeting. Upon receipt of such a request, the President will schedule such a meeting in a timely manner but within a time frame which allows for proper notification of the membership as described below. Such a meeting should be scheduled not less than 10 (ten) nor more than 30 (thirty) days after receipt of such request.

The membership must be notified of regular and special meetings not more than thirty nor less than ten days in advance of that meeting. Notification may be made personally, by telephone, by mail or by electronic means such as email. The posting of U.S. mail or email to the last known address of a member, as shown on his membership application, shall be construed as sufficient notice.

All meetings shall be conducted under **Robert's Rules of Order Newly Revised**. QUORUM: A quorum shall consist of 20% (twenty percent) of the membership for the purposes of transacting business at a membership Meeting. Absentee Ballots shall not be accepted.

A quorum shall consist of 3 (three) board members for the purpose of transacting business at a meeting of the Board.

ARTICLE VII. ELECTION OF OFFICERS

As delineated above, officers will be elected on an annual basis. The President will appoint a nominating committee which will be tasked with providing a slate of candidates for the offices up for election during that cycle.

Nominations for office may also be submitted from the floor up until the elections. In all cases, nominations will not be considered valid unless the nominee presents evidence of his willingness to serve.

Prior to the meeting at which elections are to be held, the Secretary will notify the membership of the names of the nominees and the offices for which they are standing. Such notification shall take the same form as notification for meetings as delineated above.

In case there is only one viable candidate for an office, the election for that office need not be held and the candidate will be deemed to have been elected by acclamation. In the event that no candidate shall stand for election or that no one is duly elected to an office or in case of an unplanned vacancy of office, the remaining members of the Board shall appoint a person to fill that office until the next regular election for that office.

Elections shall be held by secret written ballot and, in case of more than two candidates for an office, a simple plurality will suffice for election to office. Each member in good standing shall have one vote in any election or business transaction of the Club. Absentee Ballots will not be accepted.

ARTICLE VIII. AMENDMENTS

Proposed amendments to these ByLaws shall be submitted, in writing, to the Board not less than 60 (sixty) days before the Annual Membership Meeting or before a Special Membership Meeting called specifically to consider any amendments. Any and all proposed amendments will be submitted, in writing, to the membership not less than thirty days before that meeting. A vote of 3/5 (three fifths) of the members in good standing attending the meeting shall be required to ratify any amendment. Absentee Ballots will not be accepted.

ARTICLE IX. AUDIT COMMITTEE

The President shall appoint an Audit Committee to consist of not less than two nor more than three members in good standing of the Davidsonville Dance Club. This committee must be

appointed at least 90 (ninety) days before the Annual Meeting, and none of the members of the Audit Committee shall be members of the Board of Davidsonville Dance Club.

The Treasurer shall make available to the Audit Committee all financial records and bank statements, and the committee shall render to the membership a report of their findings as to the financial status of the Club at the annual meeting. This report shall be in addition to the Treasurer's report.

ARTICLE X. RATIFICATION

The procedure for ratification of these ByLaws shall be the same as for amendment. A vote by the membership to ratify these ByLaws shall also be considered revocation of any and all previous ByLaws.

These ByLaws were ratified by the membership during the meeting of 12/10/2011 by a vote of 20 for and 0 against of 20 voting.