

# **St. Louis Rebels West Coast Swing Dance Club By-Laws Effective September 2010**

## **ARTICLE I ORGANIZATION**

### **SECTION 1. NAME**

For all legal and financial purposes, the name of this organization shall be the St. Louis Rebels West Coast Swing Dance Club. For all other purposes, it shall hereinafter be referred to by the words "Club" or "Organization."

### **SECTION 2. OBJECTIVES**

The purpose of the Club shall be to provide a friendly, energetic and supportive environment where members and guests can share a love for swing dancing and pursue individual dancing goals; to promote swing dancing as a social activity in our community; and to provide an open and friendly atmosphere where everyone is treated equally. We do not discriminate on the basis of race, religion, nation of origin, age, gender, sexual preference, marital status, manner of dress, or interest in other social dances.

### **SECTION 3. OFFICES**

The Club shall be incorporated in the State of Missouri as a not-for-profit, 501(C)7, organization and corporation. 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 and Secretary.

### **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 fifteen (15) members in good standing with the club.

### **SECTION 3. BOARD POSITIONS**

There shall be thirteen (13) elected and two (2) appointed Board positions. The elected Board positions are as follows: President, Vice President, Secretary, and ten (10) Members-at-Large. The two (2) appointed Board positions shall be Webmaster and Meet Me In St. Louis (MMISL) Event Director.

**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. When decisions of a time sensitive nature must be made, the President will take action and notify the board by email or phone as soon as possible. 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 Board. 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 is authorized to spend up to \$500, and he/she will report such expenditures to the board prior to the next regularly scheduled board meeting.

**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.

**SECRETARY, DUTIES OF:**

The Secretary shall record and maintain a permanent record of the minutes of the Board meetings, and Articles of Incorporation. They shall see that all notices are duly given in accordance with the by-laws or as required by law. The Secretary shall also be responsible for assisting with fiduciary responsibilities as needed. The Secretary shall perform all duties incidental to the office of Secretary and other such duties as assigned by the President or the Board. The Secretary shall maintain a calendar for renewal notices and to ensure that filings are kept current.

**MMISL EVENT DIRECTOR, DUTIES OF:**

The MMISL Event Director will be responsible for directing all aspects of the annual Meet Me in St. Louis event. This includes negotiating/booking/scheduling and accommodating all out of town professionals, including negotiating the space and time at the Meet Me in St. Louis venue. The Event Director shall appoint a MMISL Committee which shall be comprised of two or more current St. Louis Rebels members, one of whom must be a current Board member. The budget for the event has to be approved by the St. Louis Rebels Board, and the Director will provide monthly reports to the Board with updates on the status of the event. The Event Director shall be prohibited from competing at MMISL. The Event Director is a Board appointed position with voting rights.

**WEBMASTER, DUTIES OF:**

The Webmaster will be responsible for all updates to the website(s) owned by the STL Rebels and Meet Me in St. Louis Swing Dance Championships. The Webmaster will work in conjunction with the Public Relations Director. The Webmaster will be responsible for updating the calendar of events. The Webmaster will be a Board appointed position with voting rights.

**SECTION 4. TERMS OF OFFICE.**

Terms of office for each Officer and Board member will be twelve (12) months. Incumbents may succeed themselves.

## **SECTION 5. ELECTION OF THE BOARD.**

Thirteen (13) Board members will be chosen by a vote of the membership, two (2) will be appointed. Voting will be accomplished by secret ballot. The Board positions elected in December shall be: President and Secretary as well as five (5) members at large and will begin their term on January 1st. The Board positions elected in June shall be Vice-President and 5 (five) members at large and will begin their term on July 1<sup>st</sup>.

The Board will appoint the following positions: MMISL Event Director and Webmaster. The Event Director will be appointed at the November board meeting, to begin his/her term immediately. The Webmaster will be appointed at the November board meeting to begin his/her term January 1st.

In addition, the Board will hire and pay a Bookkeeper/Accountant in lieu of a board elected Treasurer, who will oversee the keeping of all financial records of the Club under the direction of the President and/or the Board. The job duties and compensation will be set by the Board.

Those wanting to run for the Board will be placed on the ballot between September and November, for the December elections, and between March and May for the June elections. Individuals wishing to serve on the Board must be a member in good standing. Candidates for the office of President must have been an active member for the twelve months prior to the nomination, plus be an active board member, or have served a full term on a prior board.

The Vice President will be responsible for forming a committee to administer the election process for the December elections, and the Secretary will be responsible for forming a committee to administer the election process for the June elections. Election Ballots will be tallied only by board members who are not on the ballot.

## **SECTION 6. VACANCY.**

In the event that any Board member, other than the President, cannot complete their term of office, the office will be filled from within the ranks of the Club, by appointment of the President, with the approval of the Board. If a vacancy arises in the Presidency, the Vice President will assume the duties of the President until the end of the original term of office shall be reached.

## **SECTION 7. RESIGNATION.**

Any Board member may resign by filing a written resignation with the President of the Club, or by notifying the Board in person. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid, nor shall any member be entitled to a return of dues upon discontinuance of their membership.

## **SECTION 8. 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 Board member shall be subject to removal if they fail to attend more than three (3) meetings during their term without just cause. 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.

If any Board member is removed in accordance with Section 8 or resigns before the end of their term, and wishes to run for the board again, they must submit a formal written request no later than thirty (30) days prior to an election, advising the Board of their intention to run for a position. The request must be approved by a majority vote of the Board.

**SECTION 9. PROPERTY TRANSFER.**

All officers of the Club and Executive Board representatives 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, 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.

**ARTICLE III  
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 Board shall appoint the members of the committee and all committees will report directly to a specifically named Board Member. Any member of a committee may be removed by the Board whenever, in their judgment, the best interests of the Club shall be served by such removal.

**SECTION 2. COMMITTEE MEMBERSHIP.**

All members of any committee must be a member of the Club in good standing. Each member of a committee shall continue as such until the committee's purpose has been served or until the next election.

**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 and act of the majority of the members present at a meeting at which a quorum is present shall be the act of the 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 IV  
MEMBERSHIP**

**SECTION 1. CLASSES OF MEMBERSHIP.**

There shall be four (4) classes of membership:

- A. Regular members are those members that join on or after September 14, 2006, pay the regular dues, as established by the Board, and this entitles them to three (3) free lessons per year, and any publications on the news and status of the Club.
  
- B. Founding members are those members that joined before September 14, 2006, pay the regular dues, as established by the Board, and receive the same benefits as regular members but will be recorded in the club history as a founding member. The Secretary shall maintain the permanent record of the founding members.

- C. Honorary members shall be entitled to free membership and admission to the weekly dances. Honorary members are those approved by the Board. Past presidents in good standing shall be entitled to one (1) year of free membership and one (1) year of free admittance to the Friday night dances.
  
- D. Junior members include anyone under the age of 21. Junior members must provide a waiver, in addition to the regular membership application, signed by their parent or legal guardian allowing them to attend our club events. Juniors under the age of 18 must always be accompanied by a parent, legal guardian or a responsible adult approved by their parents, to attend any club functions. Junior members will receive discounts as established by the Board. Scholarship funds are available through the Juniors' account, based on availability of funds, to the Junior members upon written request. Funds raised for the Juniors shall be kept separate from general club funds and will be overseen by an executive board member, with a monthly report given to the board.

**SECTION 2. VOTING RIGHTS.**

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

**SECTION 3. DUES.**

The amount of annual dues for membership shall be established by the Board and are renewable on the anniversary date set by the board.

**SECTION 4. DOOR FEES.**

Door fees may be established by the Board.

**SECTION 5. TERMINATION OF MEMBERSHIP.**

With an affirmative vote of two-thirds (2/3) of the entire board at an official board meeting, the board may suspend or terminate the membership of, or expel, any member for just cause, including, but not limited to; malfeasance, nonfeasance, gross negligence, or actions deemed detrimental to the Club as a whole. Within forty-five (45) days, official notice, signed by the Club President, will be sent to the member involved by certified mail.

**SECTION 6. RESIGNATION.**

Any member may resign by filing a written resignation with the President of the Club, or by notifying the Board in person. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid, nor shall any member be entitled to a return of dues upon discontinuance of their membership.

**SECTION 7. RIGHTS AND ASSETS.**

No member whose membership is terminated or who resigns will have any right or interest in any Club asset or property except any personal property on loan to the Club.

**SECTION 8. NUMBERS AND POWERS.**

There shall be no numerical limit to Club membership size.

**ARTICLE V  
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. In the absence of the president, the vice president shall preside over the regularly scheduled meeting. Any change in time or place of the regular Board meeting shall require one (1) week 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 and shall be held apart from Rebels dance functions whenever possible.

**SECTION 3. NOTICE OF SPECIAL MEETINGS.**

A notice stating the purpose, place, date, and time of special meetings shall be delivered by mail, email or verbally to all Board members. Notice shall be given five (5) days prior to the meeting.

**SECTION 4. QUORUM, EXECUTIVE BOARD MEETINGS.**

A majority of the Board shall constitute a quorum. A majority of those present at any duly constituted Board meeting are authorized to transact the business of the Club, except for the modification, amendment, or repeal of the by-laws or adoption of new by-laws as provided herein. Withdrawal of representatives from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**SECTION 5. VOTING AT BOARD MEETINGS.**

Voting at board meetings may be held openly or by secret ballot. Any board member may request a vote by secret ballot. The President's vote shall be restricted to creating or breaking a tie.

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**ARTICLE VI  
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.

**SECTION 2. ELECTIONS.**

The offices of President, Vice-President, and Secretary will be elected by simple majority and each member in good standing will be allowed one vote for each office

In any election for these offices in which there are two candidates and there is a tie, there will be a run-off election until one candidate receives a majority. In any election for these offices with three or more candidates in which no candidate has received a majority, there will be a run-off election between the two candidates receiving the highest number of votes.

At-large members of the Board of Directors will be elected on the basis of a plurality. Each member in good standing will be allowed to vote for as many positions as are available in each election, currently five (5) in December and five (5) in June. Those candidates receiving the highest number of votes are

elected. If two candidates are tied for the last position available, there will be a run-off election until one of them receives a majority.

Voting can be either in person at a club event or electronically.

**SECTION 3. 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 will keep a record of all those members with absentee ballots and their Club expiration date.

**ARTICLE VII  
GENERAL RULES**

**SECTION 1. BY-LAW AMENDMENTS.**

The power to modify, amend, or repeal these by-laws or adopt new by-laws shall be vested in the Club's Board of Directors and any such modification, amendment, or repeal of the by-laws or adoption of new by-laws must be approved by a two-thirds majority of all Board Members.

A committee of four (4) shall be established and meet to draft proposed changes to be presented to the board with recommendation for adoption. Copies of proposed changes shall be distributed to all Board Members at a regular meeting, by mail, or email. A vote will then be taken. The by-laws may contain any provision for the regulation and management of the Organization not inconsistent with law or the Articles of Incorporation.

**SECTION 2. DISSOLUTION.**

In the event the Organization 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 the Midwest Swing Dance Federation.

**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 members 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 devise 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; each Board Member can request a current register to be returned at the end of his/her term. Copies of the by-laws shall be issued to all Directors.

**SECTION 10. STANDING RULES.**

- A. **E-Voting** - When vote on an issue is desired before the next scheduled meeting, an e-mail vote may be called for by any member of the executive board, after routing it to the President (or Vice President, if President is not available) for action.

All E-mail votes will require a discussion period and a closing of the discussion, by the President or Vice President, prior to the voting. A reasonable time frame for the voting period must be established prior to the vote. If one board member desires further discussion, at the next scheduled meeting, the vote cannot be taken. The results will be read into the minutes at the next scheduled meeting.

- B. **Right of refusal** - The Club reserves the right to refuse admission to members and nonmembers for just cause or actions deemed detrimental to the club.

Approved 6/14/10 (lmg)