

# Bylaws of the Alamo Area Square and Round Dance Association, Inc.

(Robert's Rules of Order defines the bylaws of a society as that document that contains its own basic rules relating principally to itself as an Association, rather than to the parliamentary procedures that it follows.)

## *Article I - Name*

The name of the Association perfected hereunder shall be Alamo Area Square and Round Dance Association, Incorporated, hereinafter also referred to as "the Association" or "Alamo Area SRDA."

## *Article II - Purpose*

The purpose of this Association is to:

- a. Further the program and good fellowship of square dance, round dance, contra dance and clogging;
- b. Lawfully buy, lease, acquire, possess and sell property;
- c. Receive, hold, transfer, and dispose of money and securities;
- d. Do all acts and things designed to protect, preserve, improve, or enhance the value of its assets or properties;
- e. Borrow or lend money with or without security;
- f. Mortgage, pledge, or lease any or all of its property to secure its debts;
- g. Have and exercise all other powers now or hereafter conferred by law upon not-for-profit corporations by the State of Texas; and
- h. Do or perform all acts and things, which are or may be necessary, proper, or desirable in the conduct of its affairs, subject however, to the provisions the Texas Business Code, Title 2, Chapter 21.

## *Article III - Officers and Duties*

The elected officers of this Association shall be a President, Vice President, Treasurer, and Secretary. Each office shall be held by the person and spouse, if married. If a couple have been nominated and are not married, they must individually be qualified and agree to serve. A married person who is nominated and whose spouse does not desire to serve must so indicate prior to the election. The Board of Directors shall elect all officers of this Association at the March meeting. The elected officers will comprise the Executive Committee.

The term of office for which elected shall be one (1) year from July 1 through June 30.

### *Section A - Duties of the President*

The President shall have the general responsibility over the business and affairs of the Association and shall chair all meetings, when present. They shall appoint a Chairperson to all standing committees, and others, as they may deem necessary.

### *Section B - Duties of the Vice President*

The Vice President shall, in the absence of the President, perform the duties of presiding at all meetings of boards and shall perform such other duties as are delegated by the President.

### *Section C - Duties of the Treasurer*

The Treasurer shall:

- a. Have custody of all funds and accounts of the Association;
- b. Keep accurate books and/or records of the financial condition of the Association and shall make such available for inspection by the Executive Committee, the Board of Directors, or their designees at reasonable times;
- c. Prepare and submit a report of financial condition of the Association at each regular business meeting;
- d. Pay by check, from the funds in hand, any expense incurred incidental to the handling of affairs of the Association not in excess of two hundred dollars (\$200.00) for each expense item or project when approved by the Executive Committee. Multiple payments will not be made under the \$200 incidental payment authority to circumvent the requirement for budgetary or delegate approval for an expenditure item;
- e. If still an officer, prepare IRS tax returns due by November 15 for the prior fiscal period ending June 30 for the year which they held the office. If the prior Treasurer is not a current officer, then the current President will file the tax return;
- f. Pay by check, from the funds in hand, any item of expense that has been approved by

the Board of Directors either in the budget process or by vote in a regularly scheduled meeting; and

- g. The Treasurer shall be bonded for the amount of the total assets of the Association.

*Section D - Duties of the Secretary*

The Secretary shall keep the minutes of all meetings of the Association. They shall prepare and provide all notices required under these Bylaws. They shall be responsible for all official correspondence of the Association and shall maintain such records as might be required by the Board of Directors.

*Section E - Vacancies*

Should any elected office of this Association become vacant for any reason, the office shall be filled by the Executive Committee, such appointee(s) to serve for the unexpired term of the office. The resignation or other loss of the spouse or partner of an elected couple shall not be deemed a vacancy to be filled unless approved by the Board of Directors at the next regular meeting.

*Section F - Removal from Office*

Any elected officer or person appointed to the Executive Committee may be removed from office for cause by a Special Meeting called under the provisions of Article VI, Section C. The person(s) considered for removal shall receive at least 20 days notice of the Special Meeting and the reason the Special Meeting is called. The removal requires a majority vote of the delegates present at the meeting to remove. The Board of Directors shall be notified at least 20 days in advance of the time and place of the meeting.

*Article IV - Directors*

*Section A - Board of Directors*

The Board of Directors shall consist of the current elected officers of the Association and a maximum of two (2) delegates from each member club. The term "delegate" and "director" are used interchangeably in these Bylaws. The delegate must be a member of the club represented. Each member club must designate at least one delegate. Each directorship shall consist of a person and their spouse, if married and both are club members, otherwise the directorship shall be a single designated delegate. Each directorship shall have

one vote. Only one member of each directorship shall serve as a delegate at any meeting. The nonparticipating delegate of the directorship, if present, will be considered a guest and will not participate in the meeting unless approved by the delegates. However, as needed in absence of a club delegate to have a quorum, both members of one of the club's directorship may each be separate delegates. This means that the directorship will be allowed to have two votes thereby splitting their vote.

*Section B - Term of Office*

Each member club shall, in accordance with their policy, designate its delegate(s) to serve for the same period as the term of office of the Alamo Area SRDA elected officers.

*Section C - Quorum*

A majority of the designated Board of Directors that were appointed by each member club in accordance with Article IV, Section A and of the elected officers shall constitute a quorum at all meetings unless otherwise required by Robert's Rules of Order.

*Section D - Alternates*

Alternate delegates may be designated by the member clubs if needed in the absence of the designated delegates.

*Article V - Membership and Dues*

*Section A - Membership*

**Regular membership**

- a. Any established club dancing a program or participating in a dance activity approved or endorsed by CALLERLAB, ROUNDALAB, CONTRALAB, or any clogging club, shall be eligible for membership in this Association. They must have been established and dancing on a regular basis and be approved by the Board of Directors. The elected officers may temporarily approve membership until the next regular meeting.

- b. Each individual member of any club within the Alamo Area SRDA, which has been approved for membership, shall automatically become an individual member of the Alamo Area SRDA. Individual dancers who are not members of a member club of the Alamo Area SRDA are not members of the Alamo Area SRDA and are entitled to none of the privileges of the Alamo Area SRDA membership.

*Section B - Dues*

- 1. There will be initiation and annual dues as follows:
  - a. Initiation and annual dues will be established by the Board of Directors; and
  - b. Annual dues shall be payable by July 1 of each year. Annual dues must be paid by September 30 for the member club to maintain privileges. All membership privileges will be suspended on October 1 if dues are not current.
- 2. Member clubs suspended for nonpayment of dues may be reinstated to full membership privileges by approval of a majority of the Board of Directors present at the next regularly scheduled meeting.

*Article VI - Meetings of the Association*

*Section A - Executive Meetings*

The Executive Committee shall meet at a time, date, and place designated by the President. A quorum shall consist of at least  $\frac{3}{4}$  of the Executive Committee positions. (Note: Applies to Executive Committee meetings only.)

*Section B - Regular Meetings*

There shall be three regular meetings of the Directors of this Association. The regular meetings shall be held in the months of July, November and March. Notice will include an agenda of all business to come before the delegates.

*Section C - Special Meetings*

- a. A special meeting is a separate session of the delegates held at a time different from the regularly scheduled meeting for considering one or more items of business as specified in the call of the meeting.

- b. The President may call a special meeting at his discretion.
- c. The Executive Committee may call a special meeting by a majority vote of the Executive Committee.
- d. Any five (5) member clubs or any 100 individual members may petition the Executive Committee. If the President does not call a special meeting within 30 days from receipt of a proper petition, the petitioning members may call such special meeting by providing to all Delegates of this Association a written notice of such meeting, stating time, business to be transacted and place to be held.

*Section D - New Business*

New business may be put on the agenda by the Executive Committee or delegates.

*Section E - Minutes*

Minutes of each meeting held by the Board of Directors will be provided to each member of the board.

*Section F - Voting*

Voting shall be conducted as follows:

- a. In ordinary business matters, the presiding officer shall take a voice or hand signal vote on all motions.
- b. The President can decide when to use a secret ballot when conducting a vote.
- c. A secret ballot will be taken when there is more than one nominee for an elected office.

*Article VII - Election of Officers*

*Section A - Nomination Committee*

Not less than ninety (90) days nor more than one hundred twenty (120) days prior to the annual election, the President shall appoint, with the approval of the Executive Committee, a nominating committee of not less than three (3) dancer members of the Association. Not more than two (2) committee members may be appointed from the same club.

*Section B - Nominating Committee Report*

The Nominating Committee shall, not less than thirty (30) days prior to the annual election, make a

written recommendation to the Board of Directors of the names of the nominees for each office.

*Section C - Nominees*

The nominating committee shall select one (1) nominee or nominee couple for each office. All persons considered will be contacted prior to submission of their name as a nominee to ascertain if they will serve if elected. Nominees must meet the following qualifications:

- a. Be a member dancer in good standing according to the rules of their member club.
- b. Shall have participated in the activity a minimum of two (2) years and have served at least one year in the Alamo Area SRDA as a delegate, elected club official, or appointed officer.
- c. Persons engaged in profit making activities connected with dancing shall be excluded including callers, cuers or instructors.
- d. Nominees for an elected position shall be bondable for an amount not to exceed the current assets of the Association at the time of the election.
- e. Any provision of this Section may be suspended upon a 2/3 vote of the Board of Directors present at the special or regularly scheduled meeting.

*Section D - Nominations from the Floor*

The presiding officer shall call for nominations from the floor. Any delegate may nominate a member meeting the qualifications in Section C above. A delegate may not nominate more than one person or couple for each office.

*Section E - Elections*

A nominee shall be elected by simple majority of the delegates in attendance and voting. In event of a tie vote on the first ballot, a second ballot shall be cast. Should the tie remain unbroken after the second ballot, a toss of the coin will decide. Election of officers shall be according to Article VI, Section F.

*Article VIII - Standing Committees and Chairpersons*

The President shall appoint Chairpersons to the Standing Committees, as they are needed. The Standing Committee Chairpersons shall serve for the same period as the term of office of the Alamo

Area SRDA elected officers, or until replaced. The President as necessary may replace the Chairpersons of the Standing Committees.

*Article IX - Salaries and Expenses*

No officer or other member of the Board of Directors of this Association shall receive a salary. Reimbursement for expenses by the Officers, Board of Directors, Appointed Committee Chairpersons, and committee members may be made in the following manner:

- a. The elected officers shall be entitled to reimbursement for expenses incidental to handling of affairs for the Association in accordance with Article III, Section C., and the approved budget.
- b. All of the appointed committee Chairpersons shall be entitled to reimbursement for expenses incurred incidental to the effective handling of affairs for the Association in accordance with the guidelines established in Article III, Section C. and the approved budget.

*Article X - Assets*

Associational assets shall be handled in the following manner:

- a. There shall be a checking account maintained in the name of the Alamo Area Square and Round Dance Association., Inc. One or more other accounts may be opened in depositories covered by a recognized insuring agency, to be designated by the Executive Committee, including certificate of deposits (CDs) and other insured deposits. All funds of this Association shall be deposited in these accounts.
- b. The Executive Committee shall have control and management of the property of the Association.
- c. All disbursements shall be made by check.
- d. Funds of the Association shall be withdrawn by joint signatures of the Treasurer and the President; or by either the Treasurer or the President and one other elected officer. All elected officers will sign the bank signature card.

*Article XI - Vested Right*

This Association shall be a not-for-profit entity and no member Association or individual member shall

have any vested interest in any funds, property, or assets of the Association, nor shall any funds or assets of this Association be allowed to inure to the benefit of any member Association or individual member except as they are benefited by the lawful and authorized activities of the Association, and no funds of the Association will be expended for any purpose other than the furtherance of the declared purposes of this Association.

*Article XII - Personal Liability*

All debts or obligations incurred by an officer of this Association in the discharge of their duties shall be an obligation of the Association, and no personal liability shall be attached therefore.

*Article XIII - Ratification*

All organizations and/or individuals of that organization applying for membership in this Association shall be deemed to have ratified these Bylaws and by application for membership, such organizations and the individuals so applying agree to be bound and governed under the terms and conditions hereof.

*Article XIV - Saving Clause*

Should any article or section of these Bylaws be held invalid by operation of law, such invalidity shall not affect the validity of the remaining portions of these Bylaws. Any change in the Federal or state regulations governing non-profit organizations will automatically amend these Bylaws to comply.

*Article XV – Procedures*

*Section A - Basis*

The business of this Association shall be conducted on a representative basis, with parliamentary procedures being followed at all meetings.

*Section B - Guide*

“Roberts Rules of Order - Newly revised” shall be used on all matters not specifically covered by these Bylaws. If the regular Parliamentarian is not

present at a special or regularly scheduled meeting, the President will appoint one.

*Article XVI - Amendments*

These Bylaws may be amended by submission of the proposed changes to the Executive Committee, in writing, with the signatures of a delegate from two (2) member clubs. All Bylaws change proposals must be submitted by the next meeting of the Board of Directors. Any proposed changes must be submitted to all delegates 30 days prior to the next scheduled meeting. Bylaw amendments must be approved by a two thirds (2/3) vote of the Board of Directors present.

*Article XVII – Dissolution*

In the event of dissolution of the Alamo Area Square and Round Dance Association, Inc., for any reason, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property rights thereto shall not be transferred to private ownership, but shall be transferred to each of the member clubs, based on the membership of each club at time of dissolution of the Association. New clubs, if any, with less than five (5) years as a member of Alamo Area SRDA, shall not be entitled to participate in any dissolution action. The amount and kind of distribution to each member club shall be determined by the Executive Committee and approved by the Board of Directors before any distribution is made.

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Revised Bylaws as approved by the Delegates on April 10, 2005

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Article III and Article III, Sec B amended by delegates on April 19, 2009.

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**Article II, Sec F; Article III, Sec F; Article IV, Sec A; Article IV, Sec C; Article VI, Sec A; Article VI, Sec C; Article VI, Sec F, Para c; Article VII, Sec C, Para e; Article VII, Sec E; and Article XVII, Line 8. Amended by the delegates on April 11, 2010.**

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**Article V, Sec A, Para 1.a.3. Amended by the delegates on April 14, 2013.**

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**Article III, Sec C, Para e. amended by the delegates on July 14, 2013.**

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**Article II; Article IV, Sec A; Article IV, Sec C; Article V, Sec A, 1, Para a and b; Article VI, Sec B; Article VI, Sec F, Para a; Article VII, Sec A; Article XI; Article XVI. Amended by the delegates on April 13, 2014. Several administrative corrections were made to correct quarterly meeting references to regularly scheduled meetings per changes in Article VI, Sec B.**

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**Article VII, Sec C, amended by the delegates on July 28, 2014.**

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