

WASHINGTON AREA SQUARE-DANCERS
COOPERATIVE ASSOCIATION

BYLAWS

ARTICLE I

MEMBERSHIP

SECTION 1. CRITERIA - Membership in the Washington Area Square-Dancers Cooperative Association (hereinafter referred to as the "Association") is open to any organized group of amateur square dancers, consisting of at least eight (8) couples, which has held regular dances for not less than six (6) months preceding the date of application. Groups which are otherwise qualified, but have not met the six-month requirement, shall be accepted as Associate Members, with the full benefits of membership, but without vote, until this requirement is met.

SECTION 2. CERTIFICATE - A membership certificate, effective on the date of approval of the application by the Board of Directors, shall be issued to each new member. Certificates are not transferable and can be redeemed only by a member in good standing.

SECTION 3. REPRESENTATION - Each member shall designate in writing a Delegate and Alternate(s) to serve as its representatives for the fiscal year. Members must provide this information to the Association to remain in good standing. Notification of Delegates' meetings and all other business matters will be mailed to members through the last Delegate of record. No individual may cast the vote of more than one (1) member at a Delegates' meeting. Delegates are allowed to sign in for additional clubs that they represent but can still get only one vote card per Delegate.

SECTION 4. DELEGATE ELIGIBILITY - No individual who has received monetary compensation for teaching, calling, leading, or managing a square-dance-related activity within 12 months prior to nomination or appointment shall be eligible to serve as a Delegate or Alternate Delegate, or shall the spouse of such an individual be eligible.

ARTICLE II

ASSOCIATION MEETINGS

SECTION 1. REGULAR MEETINGS - Regular Delegates' meetings shall be held in September, November, February and May unless otherwise scheduled by the Board of Directors. The February meeting shall be the annual meeting. Elections shall be held and dues determined at the annual meeting each year.

SECTION 2. SPECIAL MEETINGS - A special Delegates' meeting shall be held upon the demand of a majority of the Directors or upon the written petition to the President by ten (10) percent of members in good standing. Notice of a special meeting shall specify the purpose of the meeting and no other business matter may be introduced.

SECTION 3. NOTICE - The Secretary shall mail written notice to members at least ten (10) days in advance of each Delegates' meeting.

SECTION 4. VOTING - Each member in good standing shall be entitled to one vote in Association matters. Forty (40) percent of the Delegates of such members shall constitute a quorum for the transaction of business. A majority of Delegates voting shall be required for deciding any matter. Voting by proxy or by mail shall not be permitted.

SECTION 5. ATTENDANCE - Members are expected to be represented at all Delegates' meetings. Any member not represented at a Delegates' meeting at least once during a fiscal year shall not be in good standing. To be reinstated in good standing, such a member must be represented at two (2) or more meetings in the following fiscal year. Any member failing to meet the attendance requirement for two (2) consecutive years shall be considered to have resigned from the Association and the membership certificate and any dues paid shall be forfeited without notice.

ARTICLE III

FISCAL MATTERS

SECTION 1. FISCAL YEAR - The fiscal year of the Association is the period from June 1 through May 31.

SECTION 2. BONDING - The Treasurer and any other person having access to Association funds shall be bonded for an amount of not less than \$50,000.

SECTION 3. ASSESSMENT OF DUES - The Association may assess members for annual dues. The Board of Directors shall recommend an amount not to exceed the estimated cost of membership expenses and insurance coverage for the following year. In accordance with the D.C. code, no member shall be liable for any debt of the Association.

SECTION 4. PAYMENT OF DUES - Annual dues for each fiscal year shall be paid by the first day of June. Until dues are paid, a member is not in good standing and is not eligible to receive Association benefits. A member that has not paid dues for one (1) year shall be suspended from active membership and may be reinstated only upon payment of the previous and current years' dues, plus a penalty in the amount of the current year's dues. Upon being in arrears for two (2) years, a member shall be considered to have resigned from the Association and the membership certificate shall be forfeited without notice.

SECTION 5. NET SAVINGS - The net savings, if any, for each fiscal year shall be retained for the actual or potential expansion of the Association's services, the reduction of its charges to members, or other purposes consistent with its non-profit character. The Association shall have no capital stock or shares and par value of the membership certificate is limited to the initial fee.

SECTION 6. ANNUAL REVIEW - The Association's financial records shall be reviewed each fiscal year by an experienced bookkeeper or accountant who is not an Officer or Director.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. DIRECTORS - The affairs of the Association shall be managed by a Board of ten (10) voting Directors elected from the membership and serving without compensation. In addition to the four

(4) Officers constituting the Executive Committee, six (6) Directors shall be elected from the regions represented in the Association.

SECTION 2. EXECUTIVE COMMITTEE - The following Officers, elected for term of one (1) fiscal year shall comprise the Executive Committee:

- A. President - The President shall be the Chief Executive Officer of the Association and shall serve as Chairperson of the Board
- B. Vice-President - The Vice-President shall assume duties as delegated by the President and serve as Chairperson in the absence of the President.
- C. Treasurer - The Treasurer shall receive and deposit all monies of the Association, disburse monies payable, and maintain fiscal records in accordance with generally accepted accounting principles. The Treasurer shall prepare a current income statement and balance sheet and submit them at Board meetings and Delegates' meetings.
- D. Secretary - The Secretary shall issue notices of all Board meetings and Delegates' meetings and shall record the proceedings of those meetings.

SECTION 3. REGIONAL DIRECTORS - Six (6) Directors shall be elected for terms of three (3) years. These Directors shall be nominated to represent the regional grouping of Association members. Maryland and Virginia shall each be represented by not less than two (2) nor more than three (3) Directors in any year and shall not be represented by only two (2) Directors in any two (2) consecutive years. Regional Directors may be elected for a shorter term if required to maintain regional balance.

SECTION 4. VACANCY - A vacancy among the voting Directors may be filled by the Board on an interim basis pending approval by the Delegates. A candidate to fill the vacancy for the remainder of the term shall be presented for election at the first regular Delegates' meeting after the vacancy occurs.

SECTION 5. ASSOCIATE DIRECTORS AND ADVISORS - Non-voting Associate Directorships may be established by the Board of Directors with the approval of the Delegates, and non-voting advisory posts may be established by the Board as deemed necessary. The Editor of the Association's publication and the immediate Past President Ex Officio of the Association shall serve as Associate Directors. The President shall appoint persons to serve as Associate Directors and Advisors with Board approval.

SECTION 6. ELIGIBILITY - The Officers and Directors shall be elected, and the Associate Directors, Festival Director, Assistant Festival Director and Chairpersons of Committees and Subcommittees shall be selected from among the dancers of the active membership. No individual who has received monetary compensation for teaching, calling, leading or managing a square-dance-related activity within 12 months prior to nomination or appointment shall be eligible for these offices, nor shall the spouse of such an individual be eligible.

SECTION 7. MEETINGS - The full Board of Directors or its Executive Committee shall meet on a monthly basis. Such regular meetings may be rescheduled by the President, and special meetings may be called by the President or majority of the Board.

SECTION 8. VOTING - A majority of the Directors shall constitute a quorum for the transaction of business. A majority vote of the Directors voting shall be required for decision of any matter.

ARTICLE V

COMMITTEES

SECTION 1. NOMINATING COMMITTEE - The President shall appoint a Nominating Committee each year, with Board approval, to propose candidates from among the active membership for election as Officers and Directors. The Committee shall consist of at least five (5) persons or couples, at least four (4) of whom shall be from Maryland and Virginia. The Committee shall present its slate of nominees to the Board, certifying the candidates' eligibility and willingness to serve. The slate shall be published or mailed to the Delegates prior to the annual meeting.

SECTION 2. FESTIVAL COMMITTEE - A Festival Committee, under the leadership of a Festival Director appointed by the Board of Directors, shall produce the annual Festival. The Festival Director shall be responsible to the Board for the conduct of Festival Committee business. The Festival Director shall appoint Assistant Directors, establish Subcommittees, and appoint Subcommittee Chairpersons, subject to Board approval. The Festival Director may appoint a local square dance caller and round dance leader to assist with the Festival program for new dancers. *Neither the President nor the Treasurer of the Association may also serve concurrently as Festival Director.**

**Note - This Section was amended by a vote of the Delegates at the May 18, 2008, Delegate's Meeting. The original Bylaw provision was amended by deleting the last sentence of Article V, Section 2, which read: "No elected Director of the Association may serve concurrently as Festival Director, Assistant Director, or Subcommittee Chairperson" and inserting in its place the current last sentence.*

SECTION 3. OTHER COMMITTEES - The President, with Board approval, may appoint such other Committees as required.

ARTICLE VI

AMENDMENTS

These Bylaws may be amended or altered at any Delegates' meeting by an affirmative vote of two-thirds of the Delegates voting, provided that the wording of changes proposed by a Delegate or the Board of Directors shall be sent to the Delegates with the meeting notice.

(These Bylaws were revised in Feb 2004; May 16, 2004; May 21, 2006; and May 18, 2008.)