

By-Laws of  
Houston Square & Round Dance Council, Inc.

May 2, 2009

ARTICLE I

The name of the corporation is HOUSTON SQUARE AND ROUND DANCE COUNCIL, INC., hereinafter referred to as the Council. The official address of this corporation shall be the address of the current President. For Financial matters the address of record shall be the address of the current Treasurer.

ARTICLE II

The Council shall be a nonprofit corporation in accordance with Section 501 (c) (7) of the Internal Revenue Code.

ARTICLE III

The Council shall be affiliated with the Texas State Federation of Square and Round Dancers, hereinafter referred to as TSFSRD.

ARTICLE IV

The period of duration is perpetual.

ARTICLE V

The fiscal year of the Council shall be from January 1 through December 31 of each year, and all records shall be adapted to a cash basis accounting method.

ARTICLE VI

The Council shall comply with all applicable Federal, State, and local laws.

## ARTICLE VII

The aims and purposes of the Council shall be:

1. To educate member organizations, dancers, and the public in the art of American Folk Dancing, including, but not limited to, square dancing, round dancing, clogging, and contra dancing.
2. To encourage and perpetuate American Folk dancing through formation of associations or alliances.
3. To sponsor and conduct annual dances for the benefit of Houston area dancers. The dances shall include, but are not limited to: Hoe-down, President's and Club Leaders' Dance, and New Dancers Jamboree and Trade Buy.
4. To prepare and distribute a newsletter to effect communications within the Houston dancer community. The newsletter shall be known as Where 'n When.
5. To engage in all other activities allowed a nonprofit corporation to effect operation of this organization.

## ARTICLE VIII

EXECUTIVE BOARD: The Executive Board of the Council shall consist of five (5) positions: President, First Vice President, Second Vice President, Treasurer, and Secretary.

The Executive Board:

1. Shall prepare and submit a budget for Council approval at the regular fourth quarterly meeting. Changes in the budget shall be submitted for Council approval during the fiscal year as the need arises.
2. Shall manage the business affairs of the Council.
3. Shall be responsible for the content and publication of the monthly newsletter.
4. Shall be responsible for the conduct of Council sponsored dances.
5. Shall establish Districts that contain not less than two (2) or more than five (5) member organizations.
6. Shall select an auditor for the Council books.

## ARTICLE IX

ELECTIONS, TERMS OF OFFICE, REMOVALS AND VACANCIES:

1. Executive Board members and District Directors shall be members in good standing with a Council member organization.

2. Executive Board members and District Directors may be a couple or an individual.
3. In case of multiple memberships, no member organization may be represented more than twice on the Executive Board as their home or primary organization.
4. Executive Board members and District Directors shall be elected for a term of one (1) year beginning January 1. Members of the Executive Board shall have held an office in a member organization or served as a District Director.
5. Executive Board members or District Directors, after being found in violation of Council By-Laws, may be removed by a two-thirds vote of the voting delegates present at a regular meeting.
6. Any Executive Board or District Director position that should become vacated, by reason or resignation or otherwise, shall be filled by a majority vote of the Executive Board and ratified by the majority of the voting delegates present at the next regular Council meeting.

## ARTICLE X

### DUTIES OF ELECTED OFFICERS:

The Executive Board President shall:

1. Preside at all Council meetings.
2. Be a delegate and attend meetings of the TSFSRD.
3. Preside as Chairman of the annual Hoe-Down.
4. Be responsible for the operation of all Council business from local to TSFSRD affairs.
5. Be a member of all committees except the Nominating Committee.

The Executive Board First Vice President shall:

1. Preside at Council meetings in the absence of the President.
2. Be a delegate and attend meetings of the TSFSRD.
3. Assist the President as Assistant Chairman in the operation of the Hoe-Down.
4. Assist the President in council and TSFSRD business.
5. Perform other duties as delegated by the President.

The Executive Board Second Vice President shall:

1. Preside at Council meetings in the absence of the President and First Vice President.
2. Be a delegate and attend meetings of the TSFSRD.
3. Coordinate attendance of Council officers at graduations and anniversaries of member organizations.

4. Assist the president in Council and TSFSD business.
5. Perform other duties as delegated by the President.

The Executive Board Treasurer shall:

1. Be responsible for keeping an accurate record and account of the financial condition of all Council funds.
2. Have all records available for inspection at all reasonable times.
3. Submit financial reports of all Council funds at all regular meetings.
4. Have all books and accounts of the Council audited within sixty (60) days after the close of the fiscal year. Submit the report of the auditor to the Executive Board for presentation at the next regular council meeting.
5. Have, at the end of his/her term, all books, records, accounts, and any other property in his/her possession, turned over to the new treasurer.

The Executive Board Secretary shall:

1. Keep the minutes of all Council meetings and Executive Board meetings.
2. Prepare copies of minutes of all regular or called Council meetings within twenty-one (21) days following the meeting for the Executive Board and for general distribution by the next regular meeting.
3. At the direction of the Executive Board, notify member organizations when and why they cease to be a member.
4. Perform other duties as delegated by the President.

District Directors shall:

1. Assure the distribution of the newsletter and other educational material to the member organizations.
2. Assist the Executive Board with communications between the Board and member organizations.
3. Serve as a standing nominating committee for positions on the Executive Board.

## ARTICLE XI

The Treasurer is authorized to sign checks for amounts up through \$200.00 by himself for the purpose of paying bills for the Council. Any amounts in excess of \$200.00 require the signature of the Treasurer and President.

## ARTICLE XII

SALARIES: No office or individual of this Council shall receive a salary, except that the Editor of the Where 'N When may receive compensation. The Executive Board and/or any individual shall be entitled to reimbursement for expenses incident to the handling of the affairs of the Council. Reimbursement for expenses shall be with the approval of voting delegates.

## ARTICLE XIII

### MEETINGS:

1. The Council shall hold four (4) regular meetings each fiscal year with one (1) meeting in each calendar quarter.
2. The regular meeting in the third quarter shall have one of its purposes being the election of Executive Board members and District Directors for the following year.
3. Additional called meetings shall be held whenever deemed necessary by the Executive Board or when requested of the Executive Board by at least four (4) District Directors.
4. Notice of meetings shall be made via electronic or U.S. Mail by the Council Secretary to all Council Elected Officers, Appointed officers, and to the President of each Council member organization, and shall be published in the Council newsletter no less than ten (10) days prior to such meeting.

## ARTICLE XIV

### ELECTED OFFICER NOMINATIONS:

1. The Nominating Committee for positions on the Executive Board shall consist of all District Directors. The Chairman shall be selected by the District Directors.
2. The Nominating Committee shall meet at least thirty (30) days prior to the regular third quarterly meeting to develop a slate of candidates to run for each Executive Board office. The committee will determine that nominees have the necessary qualifications in accordance with Article IX, section 1, 2, and 3, and ascertain that the candidates are willing to devote the required time to fulfill the duties if elected.
3. The committee shall submit a slate of one or more candidates for each office, to the Executive Board at least two (2) weeks before the regular third quarterly meeting.

4. Each member organization shall nominate a candidate for District Director of their district. The nominations shall be submitted to the Executive Board at least two (2) weeks before the regular third quarterly meeting

#### ARTICLE XV

##### VOTING:

1. A majority of those present and voting at all regular and called Council meetings shall govern the course of all motions and election of Executive Board positions.
2. Executive Board members, District Directors, and member organization delegates are each entitled one (1) vote.
3. Each member organization may be represented by a maximum of four (4) delegates.
4. All elected officers and delegates may represent only one (1) office or member organization.
5. One-third (1/3) of eligible Council member organizations must be present to constitute a quorum for transaction of business.
6. Election of District Directors shall be determined by a majority vote of the member organizations within their district, one vote per member organization.

#### ARTICLE XVI

Council proceedings shall be conducted on a representative basis and parliamentary procedure shall be followed. The Robert's Rules of Order, as revised shall prevail in all cases to which they are applicable.

#### ARTICLE XVII

The membership of the Council shall consist of organizations that participate, practice and /or teach the art of American Folk Dancing, including square dancing, round dancing, clogging, and contra dancing; that desire to participate in the functions of the Council; and that file with the Secretary of the Council a request for representation therein.

## ARTICLE XVIII

### MEMBERSHIP ORGANIZATIONS

1. Each member organization shall carry insurance with the Council insurer.
2. Each member organization shall pay annual dues set by the Executive Board.
3. Each member organization shall hold open dances.
4. Each organization shall cancel their dance when in conflict with the Council Hoe-Down.
5. Non-compliance with the By-Laws shall constitute reason for removal from membership with right of appeal to the Executive Board within thirty (30) days of written notification of removal.
6. Organizations can apply for membership in accordance with the procedures contained in the Rules of Order of the Council.

## ARTICLE XIX

The Council and/or members shall not condone the use of alcoholic beverages either at or immediately prior to any Council or affiliated member dance.

## ARTICLE XX

COMMERCIALIZATION: The Council or any member organization shall not enter into any agreement or commitment which involves the Council directly or indirectly in the sponsorship or approval of any enterprise or activity which tends to commercialize American Folk Dancing. The Council or any member organization shall also refrain from conducting, sponsoring or approving any form of competitive American Folk Dancing activity. Clogging member organizations and individual dancers may participate in competitions with organizations and individual dancers not represented the Council.

## ARTICLE XXI

DISPOSITION OF ASSETS UPON DISSOLUTION: In the event of liquidation, dissolution or winding up of the Council, whether voluntarily or involuntary, the Executive Board at such time, shall appoint three (3) Trustees to dispose of the property and assets of the Council, together with all undistributed income earned thereon after payment, satisfaction and discharge of all liabilities and obligations of the Council, or the making of adequate provision therefore, in such a manner as they in the exercise of their absolute discretion, and by a majority vote, shall determine, provided, however, that disposition shall be exclusively in the furtherance of the objectives and purposes on which the Council is formed, and the property and the assets of the Council shall not

accrue to the benefit of any Trustee or member of the Council or any individual; having a personal or private interest in the affairs of the Council is precluded from engaging.

#### ARTICLE XXII

AMENDMENT TO BY-LAWS: These By-Laws may be amended at any regular meeting of the Council by two-thirds (2/3) vote of the attending delegates, provided that the amendment has been submitted in writing and announced at the previous regular meeting.