

BELLINGHAM COUNTRY DANCE SOCIETY BY-LAWS

Article 1. Name and Term of Existence

- a) The name of this corporation is Bellingham Country Dance Society.
- b) The term of existence shall be perpetual.

Article 2. Purpose

- a) The Bellingham Country Dance Society is a nonprofit educational organization which is dedicated to the preservation, study, teaching, enjoyment and continuing evolution of new, traditional, and historical English and American dance, music, and song,
- b) This organization is organized exclusively for charitable purposes within the meaning of section 501(c)3 of the Internal Revenue Code.

Article 3. Membership – This is a non-membership organization.

Article 4. Board of Directors

- a) The affairs of the Bellingham Country Dance Society shall be managed by a self-perpetuating Board of Directors, consisting of three Officers and not less than five or more than eight additional Directors.
- b) The Board has sole authority to set schedules and dates for the year; to set admission fees and suggested donations so that they will cover costs of operation, including honoraria paid to callers, instructors, musicians, and other performers, rental of necessary facilities, and other incidental expenses; to engage facilities for classes and special programs; and to approve engagements and /or other special activities undertaken in the name of Bellingham Country Dance Society.
- c) The Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.
- d) Dance callers and musicians may attend Board meetings for the purposes of advising or receiving suggestions from the Board concerning the programs of Bellingham Country Dance Society.
- e) Term of office is two years beginning February 1 and ending January 31. The terms of office shall expire in alternating years so that approximately one-half of Board Members are elected (or re-elected) each year.
- f) In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled. The vacancy may be filled for the remainder of the departed Director's term by a majority vote of the Board.
- g) A member of the Board may be removed from office after reasonable notice and opportunity to be heard by a two-thirds majority vote of the entire Board of Bellingham Country Dance Society.
- h) Any Director or Officer may resign at any time by giving written notice to the Board. Such resignation shall be effective at the date of receipt of said notice or at any later date specified in that notice.
- i) The number of directors may be changed by majority vote of the Board.

Article 5. Election of Directors and Officers

- a) A special Annual Meeting of the corporation shall be held in January each year for the purpose of electing (or re-electing) directors. The date for the meeting shall be set by the Board of Directors.
- b) Nominations for seats on the Board of Directors shall be accepted prior to and during the Annual Meeting. Self-nomination shall be the norm but not a requirement. In no event shall any person be nominated without his or her consent.
- c) The Directors of the corporation needed to fill Board positions with expiring terms shall be elected, from the slate of nominees, by the Directors present at the Annual Meeting. Electees shall be determined by the highest vote count when there are

- multiple nominees for a position; a majority is not required. However, sole nominees must receive a majority vote to be considered elected.
- d) Within a reasonable time after their election, the members of the Board of Directors (including those with continuing terms) shall elect from their number the following officers: President, Secretary, and Treasurer. All such officers shall be officers of the corporation. The Board may establish other officer positions as needed by a majority vote at any regular meeting. Officers shall serve until January 31 in the year following that of their election, and may be re-elected without limitation as long as they continue to be Board members. No Director shall serve in more than one of the basic officer positions (President, Secretary, and Treasurer), but Directors may serve in another officer position established by the Board in addition to one of these basic positions.
 - e) All Directors and Officers shall serve without compensation.
 - f) Any officer of the corporation may be removed from office by a majority vote of the Board of Directors of the corporation at any regular or special meeting. Notice of such proposed removal must be given to each Director a minimum of one week prior to the meeting at which the question is to be voted upon. Such notice to the Directors must state the cause for the proposed removal.

Article 6. Meetings of the Board

- a) The quorum for transaction of business is at least one-half of Directors.
- b) Each Director present shall possess one vote in matters coming before the Board.
- c) A majority vote of those voting or general consensus is necessary to transact any business brought before the Board.
- d) Board meetings shall be held at such times, intervals, and places as the Board may decide, with an expectation of at least four Board meetings per year.

Article 7. Officers

The officers of the Bellingham Country Dance Society are President, Secretary, and Treasurer. Duties of the Officers are:

- a) President - The President is the executive officer responsible for the operation of the group. He or she presides at meetings, calls regular or special meetings of the Board as needed, and appoints the Chair of standing or special committees.
- b) Secretary - The Secretary maintains corporate records and minutes of meetings, maintains an up-to-date list of Directors, sends notices and flyers, receives and distributes information from other groups and organizations.
- c) Treasurer - The Treasurer is responsible for collection of charges, for the disbursement of fees to musicians and instructors, and for payment of authorized expenditures. The Treasurer advises the Board about the finances of the organization and assists in formulating budgets as the Board of Directors requests. The Treasurer also prepares a yearly financial statement of operations.

Article 8. Amendments

These by-laws may be amended by a majority vote of the Board of Directors of the Corporation at any regular or special meeting thereof.

Article 9. Powers

The organization is empowered to employ, buy, own, pay, sell, convey, assign, mortgage, lease, or maintain the space, equipment, supplies, and services necessary or incidental to the provisions of the purposes of the organization as described in Article 2 hereof and to exercise all other powers as provided by law, and to do and perform all acts reasonably necessary to accomplish the purposes of the organization.

Article 10. Special Notices Regarding Tax Exemption

- a) No part of Bellingham Country Dance Society's assets or net earnings may inure to the benefit of private individuals. This does not preclude the payment of any

- reasonable fees for goods or services provided to the organization.
- b) In the event of dissolution of Bellingham Country Dance Society, the corporation's assets will be distributed to another nonprofit organization that is exempt under section 501(c)3 status of the Internal Revenue Code.
 - c) Bellingham Country Dance Society shall not as a substantial part of its activities attempt to influence, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted by section 501(h) of the Internal Revenue Code.
 - d) It is intended that Bellingham Country Dance Society be entitled to exemption from federal income tax under section 501(c)3 of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.
 - e) The organization subscribes to the general purposes of the Country Dance and Song Society, Inc.

The foregoing revised by-laws were approved at a meeting of The Bellingham Country Dance Society Board of Directors on May 18, 2016.