



## **Bylaws of the Rainier Council of the Square and Folk Dance Federation of Washington**

### **ARTICLE 1. Name, Organization, and Purpose**

#### **Section 1.1 Name.**

The name of this organization shall be: ***Rainier Council of the Square and Folk Dance Federation of Washington.***

#### **Section 1.2 Organization.**

The Rainier Council of the Square and Folk Dance Federation of Washington (“the Council”) was created pursuant to the Washington State Nonprofit Corporations Act, Chapter 24.03 of the Revised Code of Washington, by filing Articles of Incorporation with the Washington Secretary of State. The Council’s governance and procedures are determined by the Act, by the Articles of Incorporation and any amendments to it, and by these bylaws to the extent not inconsistent with the Act or the Articles of Incorporation. The Council is affiliated with the Square and Folk Dance Federation of Washington (“the State Federation”). The Council received an IRS determination that it is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

#### **Section 1.2 Purpose.**

As stated in the Articles of Incorporation, the purposes of the Council shall be:

- (a) To promote the art and culture of American traditional and modern forms of dance, especially square dance, round dance, line dance, and clogging dance.
- (b) To promote education through various forms of teaching and demonstrations of square, round, line, and clogging dance through member dance organizations and to the general public.
- (c) To provide for the exchange of ideas and the distribution of educational information among member dance organizations, dancers, teachers, callers and cuers.
- (d) To participate in, with other area councils, and support the programs and activities of the Square and Folk Dance Federation of Washington, a Washington nonprofit corporation that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE 2. Member Clubs**

#### **Section 2.1 Federation of Clubs.**

The Council is a federation of member clubs, each represented by delegates, namely one or two

individuals or couples.

#### Section 2.2 Member Club Criteria.

Any club or identified group that shares the purposes of the Council and operates in or near Pierce County, Washington, may apply to be a member club of the Council. The Council will consider the applicant's number of individual dancers and its schedule for hosting dances. It is expected that a member club should host at least six dances a year for its members and visitors, and should promote dancing through classes, workshops, or demonstrations. The Council, by vote of the member club delegates, shall approve or disapprove membership applications and may terminate a club's membership based upon such factors as they consider relevant. Any proposal to terminate the club's membership shall require notice to all delegates at least one month in advance.

#### Section 2.3 Dues and State Federation

Member clubs shall pay to the Council annual dues as set by the Council, and member clubs that are eligible for membership in the State Federation shall fulfill the requirements of that organization.

### ARTICLE 3. Board of Directors

Section 3.1 The Board of Directors ("the Board") shall manage the affairs of the Council. The Board shall consist of the delegates from each member club and the following seven officers: President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, Delegate to the State Federation, and Delegate to the State Nominating Committee.

### ARTICLE 4. Officers

#### Section 4.1. Officers.

The seven officers of this organization shall be: President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, Delegate to the State Federation, and Delegate to the State Nominating Committee. An individual may hold multiple offices except that he or she cannot be both the Delegate to the State Federation and the Delegate to the State Nominating Committee.

#### Section 4.2. Officer Elections.

The Board shall elect officers at the meeting in May of even numbered years. Individuals willing to be considered for election shall notify the Recording Secretary, preferably a week before that meeting, of their willingness to serve in one or more offices. The Secretary shall notify the board members of the candidates, but nominations shall be allowed at the meeting, as well. The President may appoint a nominating or recruiting committee, if desired.

#### Section 4.3. Terms.

The term of office for each of the officers shall be for two years. Officers shall be elected from the individual members of the member clubs.

#### Section 4.4. Vacancies.

In the event of the unexpected vacancy of an office (except President, who is succeeded by the

Vice President), the President shall appoint a temporary officer until the next meeting at which the office shall be filled by election of the board.

## ARTICLE 6. Duties of Officers

### Section 6.1. President.

The President shall preside at all meetings of the Council and all other duties ordinarily devolving upon the office of President.

### Section 6.2. Vice-President

The Vice-President shall, in the absence of the President, perform the duties of that office.

### Section 6.3. Treasurer

The Treasurer shall collect and be custodian of the funds of the Council. The Treasurer shall keep an itemized account of all receipts and disbursements. He/she shall make all payments by check. The signature cards for the checking account shall bear the names of the Treasurer and the President. The Treasurer shall perform all other duties normally devolving upon the office of Treasurer.

### Section 6.4. Recording Secretary

The Recording Secretary shall keep the minutes of the meetings; shall send a copy of Council minutes to each voting member; shall keep a complete and up-to-date roll of the member clubs and their delegates and shall perform all other duties normally devolving upon the office of Recording Secretary.

### Section 6.5. Corresponding Secretary

The Corresponding Secretary shall conduct the correspondence of the Council.

### Section 6.6. Delegate to the State Federation

The Delegate to the State Federation shall represent the Council at all the meetings of the State Federation; is empowered to vote on all regular motions at these meetings, but shall refer to the Council any questions that might obligate the Council; shall make a full report of each State Federation meeting to the Council. If he or she is unable to attend a State Federation meeting, he or she shall inform the President who shall appoint a substitute delegate to represent the Council at that meeting.

### Section 6.7. Delegate to the State Nominating Committee

The Delegate to the State Nominating Committee shall attend the fall and winter State meetings; shall prepare a slate of candidates from the Council, with the approval of the Council, and present this slate to the State Nominating Committee meeting, with a written summary of the candidates qualifications; and shall report all final results to the Council.

## ARTICLE 7. Meetings

### Section 7.1 Monthly General Meetings

The Council shall meet during the months of September through June pursuant to a schedule

approved by the Board. Board members need not be given specific notice of monthly general meetings. All meetings shall be open to individual members of the member clubs.

#### Section 7.2 Special Meetings

The President or Vice President may call a special meeting by giving each officer and delegate at least three days advance notice by mail, email, text or voice phone message, or a delivered written message.

#### Section 7.3 Voting

Each member club is allocated two votes that may be cast by any of its delegates, and each officer is allocated one vote. All decisions of the Board require approval by two-thirds of the votes held by directors attending during the discussion of the matter either in person or by conference phone call. Voting by proxy is not permitted. An individual holding multiple offices shall have only one vote as an officer, but an officer may also cast the votes of his or her club if no delegate of that club attends.

#### Section 7.4 Quorum

A quorum shall be attendance in person or by conference phone call by the holders of at least a majority of the allocated votes, including at least two officers in that majority. If a quorum is present at a meeting, the quorum is not lost by the early departure of individuals.

#### Section 7.5 Meeting Procedures

The President or other presiding officer shall conduct the meeting in a fair and orderly manner and shall afford a reasonable opportunity to all officers and delegates, and members of member clubs, to express their views on matters before the Council. Strict adherence to any particular rules of parliamentary procedure are not required. Rulings or decisions of the presiding officer may not be challenged.

### ARTICLE 8. Amendments

These bylaws may be amended by the Board at any duly called meeting provided that the proposed amendments shall have been submitted to the Board members at least fourteen (14) days prior to the meeting at which action is to be taken.