

By-Laws of the River Cities Ballroom Dance Club, Inc.

I. Name and Address

- A. The name of the corporation shall be River Cities Ballroom Dance Club, Inc.
- B. The principle place of business for this corporation shall be address of statutory agent (Treasurer or President).
- C. The corporation may, at the discretion of the board of directors, establish other offices that they may deem necessary.

II. Membership Rules

- A. The primary purpose of the club is to plan, promote, and furnish live ballroom dance music for the enjoyment of its members.
- B. The active membership in the corporation shall be open to any person having an interest in the purposes of the corporation.
- C. Annual dues shall be set by the board of directors and published no later than April 30th of each forthcoming calendar year. Dues must be paid by May 31st, constituting end of billing and follow up to attain payment. Failure to pay annual dues will result in membership cancellation.
- D. By approval of the board of directors, dues of members joining after the fiscal year dance program has commenced may be pro-rated based upon the number of dances scheduled/remaining.
- E. Guests may attend dances and fees will be determined by the board of directors, and collected at the door.
- F. Members will be encouraged to dress in formal attire. Tuxedo or a dark suit with tie for men, formal gowns or cocktail dresses for ladies.
- G. Notifications of dance schedule will be sent by email to membership at the start

of dance season in the fall and prior to each scheduled dance. This email will be sent by a board member or another assigned correspondence member.

III. Meetings

- A. There shall be an annual membership meeting of the corporation. The place, date, and time shall be provided notice no less than 7 days prior to meeting day.
- B. An annual meeting of the board of directors shall commence at a place and time selected by board members.
- C. Special meetings of the membership may be called at any time by the president of the corporation; one third of the directors; 10 percent of the active membership. Notification for special meetings will be consistent with details outlined in section I.
- D. Special meetings of the directors may be called by the president or 1/3 of the directors. Notification for such meetings is made no less than 12-hours prior to meeting time. Directors shall be notified by email.

IV. Board of Directors

- A. The management of the affairs of the corporation shall be vested in the board of directors, consisting of not less than 4 or more than 12 members. A quorum shall consist of a majority for directors.
- B. Directors shall be nominated and voted upon at annual meeting and serve a 4 year term. Director terms will be staggered so that 1/4 of their number shall be eligible for election at an on-going annual basis.
- C. The number of directors may be increased or decreased at any time within the limits of these by-laws by a majority of the directors at any meeting at which a quorum is present.
- D. The president, secretary, treasurer, and dance director shall be elected by the

board of directors. The dance director may be a separate office or combined with another office at the discretion of the board of directors.

V. Officers

- A. There shall be, as officers of the corporation, a president, secretary, treasurer, and dance director, all of whom shall be members of the board. Temporary or acting officers need not be board members.
- B. The president shall be responsible for the conduct of the meetings, appointment of committees, execution of the resolutions of the directors and performance of other duties as may be from time to time of the corporation upon terms approved by the directors, except contracts for the dance bands which shall be the responsibility of the dance director.
- C. The secretary shall be responsible for taking and recording minutes of all meetings of the directors, or membership. The secretary shall also be the responsible repository for corporate records and documents.
- D. The treasurer shall be the chief fiscal officer of the corporation and shall report the receipts and disbursements of the funds of the corporation at each meeting. The treasurer and other designated officers shall sign all notes on behalf of the corporation and make a report at the annual meeting and interim reports as requested. The treasurer shall file any tax forms or required paperwork by federal or state agencies.
- E. The dance director shall be responsible for the planning, supervision and conduct of dances including the scheduling and negotiations of contracts with band leaders or their agents and in such capacity be empowered to do all that is necessary and incidental there in except incur indebtedness beyond authorization previously given by the board of directors. At the annual meeting,

the dance director, shall make a report and submit a tentative budget for approval.

- F. The board of directors may appoint such other officers as they may deem necessary for the orderly conduct of business.
- G. In the event of a vacancy, the president shall be empowered to appoint temporary officers to function in that office until such time as the directors can elect a permanent replacement.
- H. Officers shall be elected by the directors annually. They shall serve the office for 1-year. The foregoing officers shall constitute the executive committee with authority to act in all matters except borrowing money between meetings of the board of directors.

VI. Amendment

- A. Any part of this description of by-laws, may be amended upon motion offered at regular or special meeting of the members, to be voted upon at the next regular special meeting. A 2/3 majority of the members present and voting shall be sufficient for amendment.

VII. Borrowing Money

- A. No officer shall be permitted to borrow money in the name of the corporation for any amount without the prior approval, by specific resolution, of the directors.

VIII. Dissolution

- A. Said corporation is organized exclusively as a social club; qualifying as an organization exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of

the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

- B.** Providing further that upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for all the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualifies as a exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the board of directors shall determine.

IX. General

- A. The corporation shall have a fiscal year commencing on July 1 and ending on June 30 of the next year.
- B. No officer or director shall contract with the corporation or furnish services or materials there to, other than as a donation, without prior approval of the board of directors.
- C. The fiscal records of the corporation shall be kept in accordance with generally recognized principles of accounting and shall be open to inspection to any member of the board of directors at any reasonable time.

Revision date: August, 12, 2015