

I. Name. The Name of this organization, hereinafter referred to as “Club,” shall be Foggy City Dancers.

II. Purpose. The Club is a non-profit organization whose purpose is to encourage and provide social, educational, and recreational opportunities in square dancing.

III. Membership.

A. Membership requirements are:

1. Current in annual dues and special assessments; and
2. In agreement with and in support of the purposes of this club.

B. Membership Categories.

1. Voting Members. Voting members shall meet all of requirements for membership under Section III and be a present member of the Board of Directors, hereinafter referred to as “Board.”
2. Non-voting members. Non-voting members shall meet all requirements for membership under Section III.

C. Membership Application.

1. A formal written application must be made to any member of the Board. Membership will be granted upon payment of dues to those meeting membership requirements.
2. Membership Dues. All members shall be assessed dues, payment of which shall be a requisite of membership in good standing. Dues are determined by the Board and are payable annually. For new members, dues will be prorated by month.

IV. Board of Directors.

A. Structure and Powers.

1. The Board shall be comprised of seven directors.
2. The Board shall determine the distribution of responsibility and authority.
3. The Board shall review appointments of Directors and Officers each November and confirm appointments by January 1.
4. The Board is empowered to and shall perform all duties necessary or reasonable to further the goals of the club.

B. Election of Board of Directors.

1. Regular elections of the Board of Directors shall be held each November.
 - a. Any member who wishes to be a candidate shall have his/her name placed on the ballot.
 - b. Voting shall be by secret ballot.
 - c. Each successful candidate must receive at least 50% of the votes cast in that election.
2. Members may vote for up to seven of the candidates on the ballot.
 - a. The seven candidates receiving the largest numbers of votes shall be elected to the new Board of Directors. In the event of a tie, which would cause the Board to exceed seven members, the tie shall be broken by toss of a coin.
 - b. If fewer than seven candidates are elected to the new Board of Directors, those elected shall constitute the full Board until the next regular election.
3. Special elections may be called by the Board of Directors at their discretion.

C. Officers.

1. Officers shall be members of the Board and shall be:
 - a. President,
 - b. Vice President;
 - c. Treasurer, and
 - d. Secretary.
2. Appointment of Officers. Officers shall be appointed by a majority of the Board of Directors from those Directors seeking appointment.
3. Duties of Officers. All officers shall carry out such duties as may be designated by the Board in addition to the following specified duties:
 - a. President: Preside at meetings of the Board and general membership; assume the responsibility for the day-to-day business of the Club.
 - b. Vice-president: Assume the duties of the President in his/her absence; assume the position of the President in the event the President cannot finish his/her term of office, subject to ratification by a majority of the Board.

c. Treasurer: Collect, distribute, and be responsible for all funds of the Club; maintain detailed financial records and present financial statements to the Board upon request; exercise the duties of the President in the absence of both the President and the Vice-president.

d. Secretary: Maintain a list of members and committees; prepare correspondence for the Club; give notice of meetings; be custodian of the records and seal of the corporation; exercise the duties of the President in the absence of the President, Vice-president, and Treasurer.

4. Compensation. Directors shall serve without compensation. Directors may be advanced or reimbursed their actual and necessary expenses, as approved by the Board, incurred in the performance of their duties.

V. Meetings.

A. Board Meetings.

1. The Board shall meet once a month or at such other intervals as decided by the Board at a location designated by the Board.

2. Board meetings shall be open for members to attend but only Board members may vote.

3. Robert's Rules of Order shall be the governing authority of all meetings. A quorum shall be necessary to convene Board meetings. A simple majority vote of those present shall be necessary to approve any actions.

4. Verbal consent of a majority of the Board shall constitute a valid act of the Board and shall be ratified at the next Board meeting.

B. Membership Meetings.

1. Upon prior notice of time and location, Club membership meetings shall be held annually or otherwise at the discretion of the Board.

2. Special meetings.

a. Special meetings of the Board may be called by any two Directors.

b. Special meetings of the Club membership may be called at the discretion of the Board.

VI. Fiscal Year and Finances.

A. Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

B. Finances.

1. The Club shall maintain deposit account(s) with an insured financial institution.
2. Any disbursement from an account of \$200 or less may be authorized by any single officer; for amounts greater than \$200, two officer's signatures are required.
3. All funds of the corporation shall be deposited from time to time in the Club's deposit account(s).
4. The Board shall direct the preparation and filing of the corporation's tax returns in accordance with law.

VII. Committees and Activities/Operations.

- A. Committees. Standing or ad-hoc committees may be appointed by the Board as necessary.
- B. Club Insignia and Colors. The Club insignia shall be a single cowboy boot half circled above by the name "Foggy City Dancers" and beneath the boot the name "San Francisco."
- C. The Club colors shall be red and black.

VIII. Membership in IAGSDC. The Club shall maintain membership in IAGSDC and the Board shall be empowered to appoint a representative to the organization and designate an alternate. As well, the Board shall be empowered to pay the membership fee for membership in the IAGSDC.

IX. Instructional Classes

- A. Instructional classes in square dance shall be offered by the Club for a fee established by the Board.
- B. The instructor shall be selected by the Board and shall have responsibility for the conduct of the class within the guidelines set by the Board.

X. Non-officer Positions. As determined by the needs of the Club, non-officer positions will be identified and established by the Board. These may include, but are not limited to, the following:

- A. Newsletter Editor: responsible for producing the club newsletter and editing all information gathered;
- B. Historian: responsible for gathering information pertaining to the Club's history;
- C. New Class Representative: serves as liaison between any class and the Board;
- D. Special Activities Director: responsible for planning and coordinating special events for the Club such as the anniversary dance, Club parties, and a retreat;
- E. Club Night Director: responsible for organizing and coordinating weekly Club nights, to include callers, Club hosts, and workshops.

F. Class Director: responsible for coordinating administrative activities in support of any offered class, including enrollment fees, attendance, liaison between instructor and class, and graduation party.

XI. Promotional Activities. The club will promote square dancing and the Club through public performance and other activities at community events.

XII. Records and Books

A. Records and Books. The club shall keep records of its activities and transactions which will include minutes of meetings, records of financial accounts and transactions, records of membership, By-laws, and a copy of the Club's Articles of Incorporation.

B. Inspection. These records shall be made available for inspection by any Club member.

XIII. By-Laws: Amendments, Effective Date

A. Amendments. Proposed amendments to these By-laws may be submitted in writing to the Board by any Club member. Such proposals will be considered by the Board and adopted as proposed amendments if approved by a majority of the Board. Upon approval of the Board, the proposed amendments will be submitted to the Club membership for ratification. The proposed amendment will be deemed ratified unless a majority of the Club members vote against it.

B. Effective Date. These By-laws will take effect upon approval by a majority of the Board. Effective date of amendments will be upon ratification by the Club members.

C. Supersession. These By-laws shall supersede any previous by-laws.

XIV. Articles: Amendments, Effective Date

A. Amendments. Proposed amendments to the Articles of Incorporation may be submitted in writing to the Board by any Club member. These proposals will be considered by the Board, and adopted as amendments following the same procedures outlined above in Article XIII.

B. Effective Date. Amendments will be effective upon ratification by the Club members.

XV. Prohibition Against Sharing Corporate Profits and Assets. No member of the Club shall receive any compensation, net earnings, or profit from the operation of the Club unless in connection with providing a service to the Club.

XVI. Dissolution.

A. Voting. A motion to dissolve the Club will be presented to the membership after a majority vote of the Board. The motion will be presented at a general membership meeting and will require a majority vote of the Club membership to be enacted.

B. Distribution of Assets. Upon the dissolution of the Club, any remaining assets (after payment of final expenses) will be donated to a nonprofit (charitable) organization; such organization will be determined by a majority vote of those members present at the final membership meeting. In no event shall any part of the assets be returned to any Club member, directly or indirectly.

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WRITTEN CONSENT OF DIRECTORS REAFFIRMING CLUB BY-LAWS

We, the undersigned, constitute the Foggy City Dancers Board of Directors, and, pursuant to the Authority granted to the Directors by these By-laws, consent to, and hereby do, reaffirm the foregoing By-laws, consisting of six pages, as the By-laws of this Club. The By-laws were originally adopted and signed by Tom Gregory, Fred McEnroe, Don Morton, Cathy Springford, Larry White, Sandy Zimmerman, and the Club Secretary and consisted of six pages.

Dated: November 3, 1993

/s/ Allan Berenstein, President?/s/ Dan Clark, Vice-president?/s/ Dan Shoap, Treasurer?/s/ Layne Ethington, Boardmember at Large?/s/ Rod Odgers, Boardmember at Large?/s/ Debbie Roth, Boardmember at Large

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the by-laws of the Club named in the title thereto and that such By-laws were duly reaffirmed by the Board of Directors of said Club on date set forth above.

Dated: November 3, 1993

/s/ Johann Stahl, Secretary

- Re-keystroked on August 20, 2000, by Arthur Morris
- Minor typographical corrections on August 21, 2000, by Ken Sale
- Change in fiscal year approved November 14, 2006, by Membership
- Additional changes made approved November 22, 2010, by Membership