

Constitution and Bylaws of the Cincinnati English Country Dancers

Article 1. Name. The name of this organization is the Cincinnati English Country Dancers (CECD).

Article 2. Purpose. The CECD is a nonprofit educational organization which is dedicated to the preservation, study, teaching, display, enjoyment and continuing evolution of English traditional and historical dance, music and song.

Article 3. Membership. All persons interested in dance and music are eligible to become members of CECD upon payment of dues.

- a. Members in good standing are entitled to attend general and special meetings; to vote on all questions coming before the membership; to hold office and serve on standing or special committees.
- b. Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board, but without a vote on matters before the Board.
- c. Membership dues and privileges are determined by the Board. Only those persons whose membership is paid for the current year will be considered to full members, although membership is not a requirement for attendance at any event.
- d. The Board may, at its discretion, terminate the membership of any person at any time by returning that person's current dues.
- e. The period of membership is from September 1st through August 30th of the following year.

Article 4. Meetings of the Membership.

- a. The Annual Meeting of the Membership shall be held each year in the month of September for the transaction of any necessary business. Triannually, the election of Officers and Board members at large will be conducted as part of the Annual Meeting.
- b. Special meetings of the membership may be called by the President at his or her discretion, or at the direction of the Board, or at the written request of at least 10% of the membership. Notices of special meetings shall state the matters to be considered.
- c. At least one month's notice of the annual or any special meeting shall be given.
- d. The quorum for transaction of business is 10% of the membership.
- e. A majority vote of those voting is necessary to transact any business brought before the membership, including the election of officers, except as otherwise noted in these bylaws.

Article 5. Board of Directors. The responsibility for all business matters lies with the Board of Directors which consists of the Officers and any Board members at large.

- a. The Board has sole authority to set schedules and dates for the year; to set dues and fees at rates which will cover costs of operation; to set honoraria paid to teachers and/or musicians, rental of necessary facilities, and other incidental expenses; to engage facilities for classes and special programs; to approve engagements and/or other special activities undertaken in the name of CECD.
- b. The Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.
- c. The dance and music leaders or chairpersons of standing or special committees, whether or not they are members, may attend meetings for the purposes of advising or receiving suggestions from the Board concerning the programs of the CECD.
- d. 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 at the next regular election or by a majority vote may appoint a member to temporarily fill the vacancy until the next election.
- e. A member of the Board may be removed from office after reasonable notice and opportunity to be heard by a majority vote of the CECD membership or by two-thirds majority vote of the entire Board.
- f. There will be at least 1 Board members at large. The actual number will be set by the Board and may be changed by majority vote of the Board.

Article 6. Meetings of the Board.

- a. The Board will meet a minimum of twice annually,
- b. The quorum for transaction of business is at least half of the Officers and Board members at large.
- c. A majority vote of those voting is necessary to transact any business brought before the Board.

Article 7. Officers. The Officers of the CECD are President, Vice President, Secretary and Treasurer. Term of office is three years. Officers may serve two or more consecutive terms, but must be reelected at the time of each election. Duties of 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 or membership as needed, appoints the Chairpersons of standing or special committees.
- b. Vice President. The Vice President acts as President in the absence or illness of the President and in the event of the President's resignation or incapacity to serve shall succeed to the office until the next regular election of officers. The Vice President will be responsible for the collection of dues and maintenance of a membership list. The President may delegate to the Vice President such official or other duties as may be necessary for the conduct of business.
- c. Secretary. The Secretary keeps records and minutes of meetings, attends and subscribers; receives and distributes information from other groups and organizations.

- d. Treasurer. The Treasurer is responsible for the collection of dues and charges, for the disbursement of fees to musicians and teachers and for payment of authorized expenditures. The Treasurer advises the Board about the finances of the organization and assists in formulating the budgets for the regular and special activities. The Treasurer also prepares a yearly financial statement of operations.

Article 8. Election of Officers and Board members at large. Officers and Board members at large are elected at the Annual Meeting of the Membership to be held in September triannually and take office on 28 days (4 weeks) after election.

- a. Two months before the annual meeting, the President appoints a Nominating Committee of three or more members of CECD, one of whom should be a member of the Board of Directors.
- b. The Nominating Committee reports its slate of nominees for existing vacancies to the membership one month prior to the annual meeting.
- c. Additional nominations may also be made by written petition of five members or from the floor at the annual meeting, provided the consent of the nominees has been obtained.
- d. A majority of those voting is required for election to office. In the event of a contested election, paper ballots shall be used and tellers appointed to tally the results.

Article 9. Fiscal Year. The fiscal year of CECD is September 1st through August 31st.

Article 10. Amendments to the Bylaws. Amendments to these Bylaws may be made upon one month's written notice to members; this notice must state the proposed changes. A two-thirds majority vote of those voting is required for adoption.

Article 11. Special Notices re Tax Exemption.

- a. No part of the CECD'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 the CECD, the groups's assets will be distributed to another nonprofit organization that is exempt under section 501(c)3 status of the Internal Revenue Code.
- c. The CECD 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 the CECD 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.